MARVEL

EPIC COLLECTION

THE AMAZING SPIDER-MAN

WEB OF LIFE, WEB OF DEATH

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LYLE • BUTLER • BAGLEY • BUSCEMA

THE CLONE SAGA CONTINUES IN A TUMULTUOUS ERA FOR SPIDER-MAN!

Is the friendly neighborhood big enough for two web-slingers? Find out as the most infamous Spidey saga of them all kicks into high gear! With Peter Parker poisoned, his best hope of salvation lies in the tentacled arms of Doctor Octopus! But Otto may pay a high price for this act of mercy! Meanwhile, Aunt May fights for her life, and Mary Jane drops a bombshell! As for Ben Reilly, being back in action is great — but it comes with a cost! Not only is he being stalked by the Grim Hunter, but lurking in the shadows is the mysterious Kaine! Both Spider-Man and the Scarlet Spider will have their worlds rocked by the Jackal's return — and yet more head-spinning revelations!

WEB OF SPIDER-MAN #120-123, SPIDER-MAN #54-56, AMAZING SPIDER-MAN #397-399, SPECTACULAR SPIDER-MAN #220-222, SPIDER-MAN UNLIMITED #8, SPIDER-MAN: FUNERAL FOR AN OCTOPUS #1-3 AND SPIDER-MAN: THE CLONE JOURNAL

The Epic Collections feature the best characters and stories from Marvel's vast history. Volumes are not published in chronological order — so start your collection today with this edition, and look inside for a complete list of available and upcoming releases!

VOLUME 28

1995

MARVEL EPIC

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EPIC COLLECTION

EPIC

The Epic Collections feature the best characters and stories from Marvel's vast history. Volumes are not published in chronological order — so start your collection today with this edition. Here is a complete list of available and upcoming releases!

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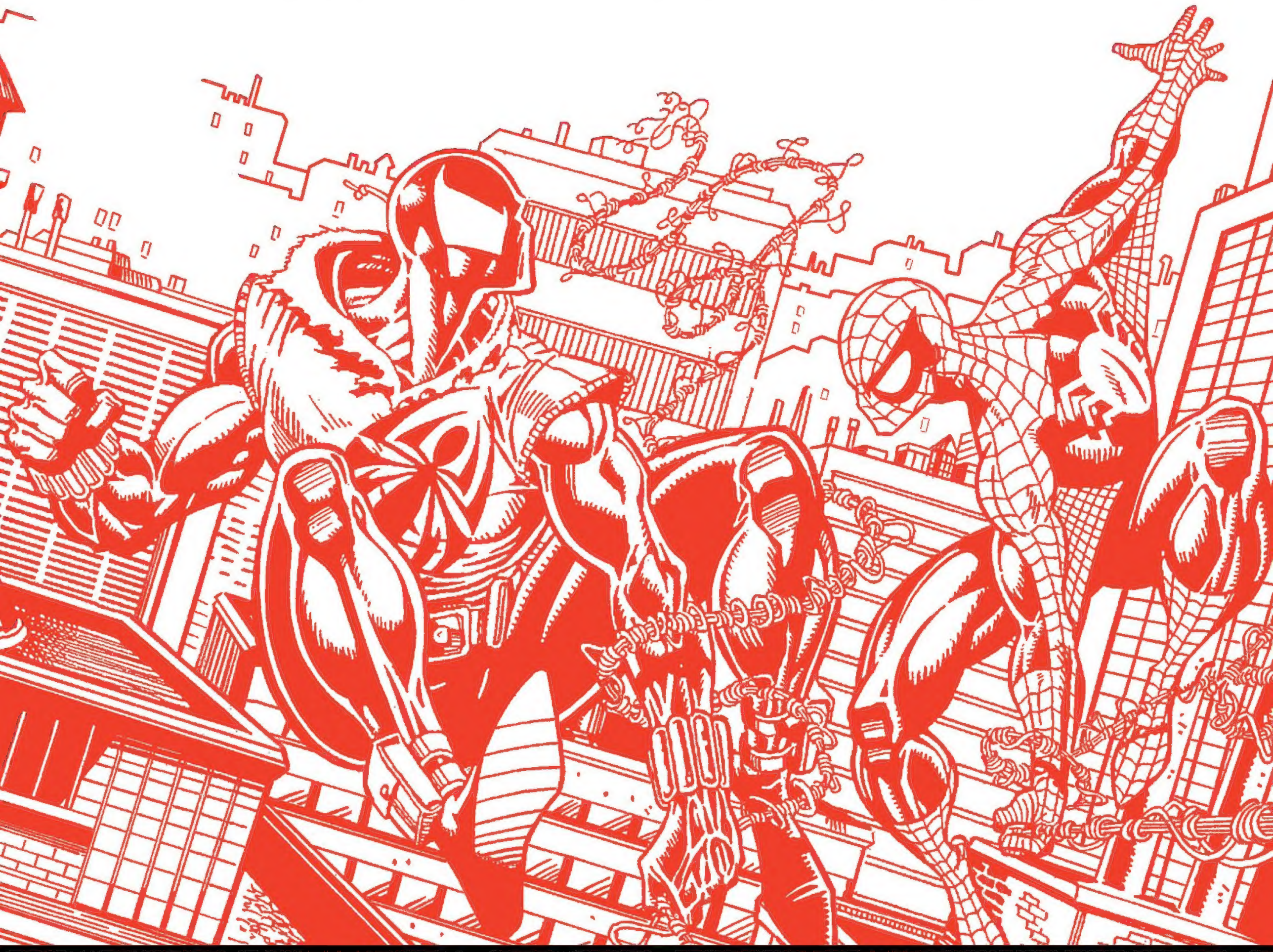

THE AMAZING SPIDER-MAN

WEB OF LIFE, WEB OF DEATH

VOLUME 28

1995

WEB OF SPIDER-MAN #120-123, SPIDER-MAN #54-56, AMAZING SPIDER-MAN #397-399, SPECTACULAR SPIDER-MAN #220-222, SPIDER-MAN UNLIMITED #8, SPIDER-MAN: FUNERAL FOR AN OCTOPUS #1-3 AND *SPIDER-MAN: THE CLONE JOURNAL*

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MARVEL COMICS

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FABULOUS FLIP BOOK

WEB OF WEB 1 OF 4

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THE SCARLET SPIDER™...

THE MYSTERY MAN CALLED KAINE...™

...AND THE GRIM HUNTER™

...ON A COLLISION COURSE WITH DESTINY!

STEVEN P 94

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

WEB OF LIFE--PART 1 OF 4

LURE OF THE SPIDER

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AN ECHO IS ALL BEN REILLY EVER REALLY HEARS WHEN HE SPEAKS. A TRULY LATE-BLOOMING TWIN THAT NATURE NEVER INTENDED-- NEVER MADE ROOM FOR--

--THE CLONE OF PETER PARKER, THE AMAZING SPIDER-MAN.

CONCEIVED IN A LUST FOR REVENGE, AND BORN FULL-GROWN FROM THE MIND OF A MADMAN...

...TO FOREVER CHANGE THE LIFE OF THE ONE AND ONLY SPIDER-MAN.

BUT LIFE CHANGES PEOPLE INSTEAD.

HEROES AND VILLAINS ARE MADE, NOT BRED.

--ALONG WITH THE TRAIL OF BODIES FROM THE STATE PEN TO THE EDGE OF THE CITY--

NCO SECURITY INC.

HEARD ABOUT YOUR JAILBREAK LAST NIGHT--

--AND SOMEONE'S GOT TO CLEAN UP THE MESS YOU MAKE!

DOES SPIDER-MAN KNOW YOU'RE RUNNING AROUND LOOSE TRYING TO OUTDO HIM, BUG BOY?

VRRRRM

POOM

POOM

NOT THAT IT MATTERS TO ME. I LOVE CRUSHING DO-GOODERS.

NOT THIS TIME--

--CHALK-FACE.

I'VE GOT TO PUT SOME DISTANCE BETWEEN ME AND TOMBSTONE-- GIVE MYSELF A BREATHER.

--INSIDE THE ARMORED CAR!

EXACTLY WHAT I'VE BEEN TRYING TO AVOID ALL ALONG.

DRIVER JUST FOLLOWED STANDARD PROCEDURE-- *DON'T STOP* FOR ANYBODY OR ANYTHING DURING AN ATTEMPTED ROBBERY--TO A FAULT. NOW HE'S *UNCONSCIOUS*...

... AND THIS ARMORED TRUCK'S COMPLETELY *OUT OF CONTROL!*

KROOM

RUNNING AWAY? THAT'S OKAY--

--I'LL FIND A NEW PLAYMATE--

UHNN...

"RESTAURANT DEAD AHEAD IS *PACKED* WITH INNOCENT PEOPLE..!"

312

...AND TOMBSTONE'S PULLED *FREE* ALREADY.

YOU CAN'T STOP ME...

...THIS *PAYROLL HEIST* WILL BANKROLL A WHOLE NEW START FOR ME--A NEW ORGANIZATION, NEW FAMILY! *

HAVE TO HIT THE *BRAKES* HERE--

*TOMBSTONE'S GOAL TO BE A CRIME BOSS WAS FOILED BACK IN SPECTACULAR SPIDER-MAN #'S 204-206. --ERIC

--*WITHOUT* HURTING THE SECURITY GUARDS INSIDE.

WEB-GAUNTLETS CAN ONLY ABSORB SOME OF THE IMPACT...

THWIP

...SO I'VE GOT TO *SLOW* THIS TANK'S MOMENTUM--

UHHF

--ONE S-STEP--

--AT A--

SKRRNNN

--*TIME!*

TOMBSTONE IS *SPIDER-MAN'S* OLD FOE--JUST ANOTHER IN A LONG LIST APPARENTLY--AND HE SHOULD BE SPIDER-MAN'S *PROBLEM*...

...BUT MY SPIDER-SENSE PICKED HIM UP FIRST.

I'LL SEE YOU BURIED UNDER THE ROCK YOU CRAWLED OUT FROM, PEST--!

NOT FROM THERE, CHUCKLES.

BIG TALK, COWARD.

KRAK

=URKK=

WRONG QUESTION, TOMBSTONE!

AFRAID TO FACE ME LIKE A MAN...?

TO THE WRONG MAN.

"I AM NOT A MAN."

WMP

IT BEGINS AGAIN--THIS LITANY OF DENIAL--BUT...

HE WON--!

THE FREAK'S DOWN FOR THE COUNT!

THE SCARLET SPIDER SAVED US ALL!

HE'S A HERO--!

SOON, SPIDER.

VERY, VERY SOON...

THE KRAVINOFF ESTATE

SINCE THE TRAGIC DEATH OF ITS ORIGINAL OWNER--KNOWN TO THE WORLD AT LARGE AS *KRAVEN THE HUNTER*--THIS SPRAWLING MANSE HAS STOOD *EMPTY*. *

HOST TO NOTHING BUT *DUST* AND *ECHOES*.

*EXCEPT FOR A BRIEF PERIOD RECENTLY WHEN THE CHAMELEON OPERATED OUT OF THE ESTATE. DURING THE "PURSUIT" STORYLINE.--ARCHIVIST ERIC

AN ECHO IS ALL *VLADIMIR KRAVINOFF* EVER REALLY HEARS WHEN HE SPEAKS. THE *CHILD* HIS INFAMOUS FATHER NEVER INTENDED--NEVER MADE ROOM FOR--

--THE *SON* OF THE *HUNTER*.

--AND HIS *LIMITS*.

BUT I MEAN TO KNOW HIS VERY *SOUL* BEFORE *THE HUNT* IS THROUGH.

I'VE STUDIED EVERY DETAIL OF SPIDER-MAN'S *METHODS*--HIS MOVES, HIS HAUNTS, HIS WEAPONS--

WE HAVE *MORE* IN COMMON NOW THAN YOU EVER DREAMED, FATHER...

...THE SPIDER HAS *SHAMED* US BOTH.

YOU CHOSE TO *ABANDON* THE *HUNT*--TO *SACRIFICE* A LIFE OF HONOR AND RESPECT--

--HERE IN THIS HOUSE THAT WAS NEVER MY HOME.

BUT THE *GRIM HUNTER* WILL RISE ABOVE THE SINS OF THE FATHER.

AND THE *KRAVINOFF* NAME WILL BE *CLEANSED*...

...IN THE *BLOOD OF SPIDER-MAN*!

SHK

SHK

SHK

THE AIRCRAFT CARRIER *INTREPID*...

POOM

WHAT'S GOING *ON* UP THERE, SARGE?

WE'VE GOT A SURVIVING FACTION OF ***A.R.E.S.**** TRYING TO RE-ESTABLISH THEMSELVES IN THE TERRORIST UNDERGROUND...

AMBL

**ASSASSINATION, REVOLUTION, EXTORTION AND SABOTAGE.--ERIC*

"...WITH A VERY PUBLIC DISPLAY OF ***FORCE***."

PHZZT

NH

FOUR *DOWN*...

PHZZT

...BARELY A *DOZEN* TO GO!

...***WASTING*** YOUR TIME, ***KEN***. THIS STORY IS GOING TO BE MINE!

KLK

WISHFUL THINKING, ***BETTY***.

KLK

THE BYLINE'S ***MINE*** JUST LIKE THE ***INITIAL TIP*** WAS MINE--

FROM ***MY*** SOURCE, ***ELLIS***. AND I GOT HERE LONG BEFORE ***YOU***--

BY TAKING ***MY*** CAR FROM THE ***BUGLE*** GARAGE, ***BRANT***...

"...ALL'S FAIR."

NAIL HIM GOOD!

COME ON, MEN, WORK LIKE A TEAM.

NEEDLE-TIPPED SPIDER-STINGERS STOPPED YOUR FEARLESS LEADER IN HIS TRACKS, CREW. BUT YOUR *LASERS* ARE STILL A MAJOR *HEADACHE!*

...THAT JUST NEEDS A FEW DOSES OF *IMPACT WEBBING!*

WHAT THE--?!

THWPH

THWPH

THWPH

SCARLET SPIDER'S *SURROUNDED*--

--LET'S FINISH HIM OFF!

NOOOO--!

PRETTY STUPID STRATEGY IN A *CIRCLE*, GANG...

...UNLESS YOU'RE REALLY COMMITTED TO A CAUSE.

NOT THE FIRST TIME I'VE HAD TO SAVE AN *IDIOT* FROM A *MORON*--

--JUST MORE *BOYS* WITH *TOYS* THAT MAKE *NOISE!*

uhnn...

WHAT A BUNCH OF LOSERS.

THIS IS THE LAST OF THEM.

HOLD IT RIGHT THERE, SPIDER--!

HOW'D YOU KNOW ABOUT THE SITUATION HERE, HERO?

WERE YOU JUST PASSING BY...?! DID YOU HEAR THE NEWS BULLETINS...?!

WERE YOU OUT LOOKING FOR TROUBLE...?

GOT TO AVOID ANY UN-NECESSARY PUBLICITY AND OFFICIAL QUESTIONS ABOUT MY IDENTITY THAT I CAN'T POSSIBLY ANSWER...

THWIP

...CAN'T EVEN UNDERSTAND MY-SELF YET, FOR THAT MATTER.

EVEN AFTER ALL THIS TIME AWAY FROM THE SOURCE OF THE PROB--

BUT IT ISN'T RECOGNITION.

BETTY BRANT... AGAIN.

STARING STRAIGHT AT ME. ALMOST AS IF SHE CAN SEE RIGHT THROUGH TO--

EMERGENCY

"THERE'S...SOMETHING IN HER EYES, ALL RIGHT."

NO.

I'M NOT THE MAN SHE EVER KNEW...

"... THE *REAL SPIDER-MAN* NEVER SEEMS TO BE AROUND WHEN YOU NEED HIM ANYMORE.

"MUST BE *TOO BUSY* BOUNCING THROUGH THE NEW BROWNSTONE WITH HIS GORGEOUS WIFE. *

"TOUGH LIFE."

*SEE "WEB OF DEATH" IN AMAZING AND SPECTACULAR FOR THE TRUTH.--ERIC

AS LONG AS *MAY PARKER* LIES NEAR DEATH IN A COMA--

--HER CONDITION THREATENING TO DETERIORATE AT THIS *FOREST HILLS HOSPITAL*--

--THE SPIDERS WILL NEVER BE FAR FROM EACH OTHER.

HIS NAME IS KAINE.

HE NO LONGER RECALLS IF IT'S A TITLE BORN, OR EARNED IN BLOOD. WHETHER HE CHRISTENED HIMSELF, OR WAS NAMED BY ANOTHER.

HE MAY HAVE KNOWN ONCE.

BUT NOT ANYMORE.

ALL HE KNOWS NOW, IS TRAGEDY...

...OF WHAT HAS BEEN...

...AND WHAT IS TO COME!

THE *VISION* ROLLS OVER HIM LIKE A THUNDEROUS WAVE. THIS IS *CLEARER* THAN THE FLASHES HE'S HAD BEFORE.

IT SMASHES THROUGH HIS DEFENSES.

HIS TERROR GROWS.

MARY JANE WATSON-PARKER RUNS FOR HER LIFE.

BUT IT'S A *POINTLESS* ACTION.

FOR, SOMETIME IN A NOT-DISTANT *FUTURE*, SHE IS DESTINED TO BE *MURDERED*.

BUT BY WHOM...

...IS *NOT* CLEAR.

THE VISION IS UNBEARABLE.

I MUST ACT--!

GREATER PITTSBURGH AIRPORT.

ALPHA

ALPHA

COME ON, GAYLE, SOMEONE'S GOT TO LET GO FIRST. THIS IS THE *LAST* FLIGHT BACK TO *NEW YORK* TONIGHT.

MARY JANE, CAN'T YOU STAY ANOTHER DAY? I ALREADY MISS YOU.

I'D LOVE TO, BUT I CAN'T. I HAVE TO GET BACK INTO MY LIFE-- BE THERE FOR PETER--

--AND *AUNT MAY*, WHEN SHE COMES OUT OF HER COMA.

I UNDERSTAND. JUST DON'T FORGET ABOUT ME.

AFTER *ALL* WE'VE BEEN THROUGH...?

YOU'LL ALWAYS BE A PART OF MY LIFE. WE'LL NEVER BE OUT OF TOUCH AGAIN.

THIS IS A NEW SIDE TO YOU, MARY JANE. I LIKE IT. YOU'RE POSITIVELY GLOWING.

THANKS, SIS. IT'S CALLED *FAMILY*.

BACK IN NEW YORK.

TOMBSTONE AND TERRORISTS IN THE *SAME* NIGHT. MIGHT AS WELL *ADMIT* IT...

...I *NEEDED* THAT.

AND THIS CITY'S BIG ENOUGH TO NEED *ME* BACK.

FOR THE FIRST TIME IN YEARS, I'M STARTING TO FEEL LIKE MY LIFE HAS A PURPOSE.

AND I *WON'T* PLAY GAMES WITH *PETER PARKER'S* LIFE.

BUT I CAN'T HELP FEELING *GUILTY* ABOUT THAT--CONSIDERING *AUNT MAY'S* CONDITION.

I TRULY *DESPISE* THIS *SCARLET SPIDER* NAME THE BUGLE SADDLED ME WITH...

THWIP

...BUT THE *MASK* HAS REAL POTENTIAL.

BY WEARING IT, IT OFFERS ME ANOTHER LIFE--ONE OF FREEDOM AND ENDLESS POSSIBILITIES--

"--AND SECOND CHANCES."

THE TRESPASSER'S PINNED BETWEEN THE MISSILE-LAUNCHER AND THE CONCESSION STAND, SIR...

... THIS FLOATIN' MUSEUM'S SEEN MORE ACTION TONIGHT THAN IT DID IN THE WAR.

THE MEDIA CIRCUS PACKED IT IN HOURS AGO, BUT IT COULD BE ANOTHER CLOWN WORKING OVERTIME.

HOPE IT'S AN A.R.E.S. STRAGGLER THE LOCAL LAW MISSED...

...SO WE CAN SHOW 'IM HOW UNCLE SAM DEALS WITH--

BEST SHOW ME QUICKLY--

--'CAUSE, I'VE GOT YOU ALL LINED UP IN A ROW...

...LIKE LAMBS TO THE SLAUGHTER.

SHLK

=AKK=

GOOD MOVE, SOLDIER BOY.

POOT

UHGG...

SHLK

BUT NOT GOOD ENOUGH--

--TO STOP ME.

NEWS REPORTS WERE ACCURATE...

...I'M PICKING UP A SCENT...

...THE SPIDER HAS COME THIS WAY.

SNF SNF

FIRST BLOOD...

"...AND THE HUNT IS ON."

THIS REMINDS ME OF ALL THE REASONS PETER PARKER DONNED A MASK IN THE FIRST PLACE.

TO AVOID THE EXPECTATIONS AND JUDGMENTS OF THE WORLD AT LARGE...

...AND THE PEOPLE CLOSEST TO HIM.

TEK TEK TEK

I APPRECIATE THE SHOWY ENTRANCE, SPIDER...

...SO I'D CATCH YOUR REFLECTION IN THE SCREEN.

I'M TRYING TO QUIT SNEAKING, MS. BRANT...

...THAT'S WHY I'M HERE TONIGHT.

HOW'D YOU FIND ME?

DID YOU FOLLOW ME ALL THE WAY HOME FROM THE INTREPID, OR--

I'LL ANSWER WHATEVER QUESTIONS I CAN, MS. BRANT--

--BETTY--

--IF YOU CAN MAKE SOME TIME FOR ME.

FOR THE HOTTEST INTERVIEW OF THE YEAR...!?

THE NIGHT IS YOURS, RED.

WHERE DO WE BEGIN...?

FIRST THING I HAVE TO KNOW IS...

...WHAT DO YOU GET OUT OF THIS?

A CHANCE TO SET THE RECORD STRAIGHT--

--TO SOMEONE, SOMEWHERE--

--AND A SYMPATHETIC EAR.

BAD CHOICE, SPIDER...

...I'M WORKING ON MY OBJECTIVITY.

I'VE LOST IT TOO OFTEN OVER THE YEARS, TOO EASILY--EVEN TOO RECENTLY WITH ARCHER BRYCE--*

* SEE WEB #'S 113-116.--ERIC

"--TO *REPEAT* THE SAME MISTAKES."

THE SPIDER'S *SCENT* IS STRONG NOW.

THE *THRILL* OF THE HUNT IS--

--AN EXQUISITE PANG THAT SETS MY BLOOD TO BOILING.

EVERY FIBER OF MY BEING SCREAMS OUT IN ANTICIPATION--

WHO--?!

--THE *CLOSER* I GET TO MY PREY.

WHERE *IS THE SPIDER?!*

YOU JUST *MISSED* HIM, STRANGER--

--I THINK I *SCARED* HIM AWAY WITH MY HARDNOSED ATTITUDE!

BRAVE... LAST WORDS...

...IF THEY PROVE TO BE UNTRUE.

THE SPIDER'S TRAIL--

"--IS SURPRISINGLY *SIMPLE* TO FOLLOW."

DID I *IMAGINE* ALL THAT IN THE AIR BACK AT BETTY'S PLACE...? NOT EXACTLY *FIREWORKS* OR ANYTHING--

THWIP

--BUT MAYBE SOME *SPARKS...!*

I DON'T KNOW WHAT IT REALLY MEANS...

"...I ONLY KNOW IT'S *GOOD* TO BE *ALIVE* AGAIN."

I ALLOWED THE FEMALE TO *SURVIVE*-- IN CASE SHE'S NEEDED AS *BAIT* AGAIN--

--AND I'M FINALLY *CLOSING IN* ON THE SPIDER...!

"WEB OF LIFE" CONTINUES IN *SPIDER-MAN #54*, AND THEN SPINS BACK THROUGH HERE NEXT ISSUE--!

AND DON'T MISS *SPIDER-MAN'S* FIGHT FOR LIFE IN AMAZING AND SPEC--AND A VERY SPECIAL ANNOUNCEMENT IN SPEC #220-- AS "WEB OF *DEATH*" TAKES OFF!

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WEB OF LIFE 2 OF 4

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IN THE SHADOW OF KAINE!™

THE SCARLET SPIDER™ IN SOLO ACTION!

PLUS: THE GRIM HUNTER™

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TOM LYLE '94

THE DAILY BUGLE...

I'M GOING TO *FIND* HIM!

AND I'M GOING TO FIND HIM *NOW!*

AND THEN HE'LL *PAY* FOR WHAT HE'S DONE TO ME!

STAN LEE PRESENTS THE **SCARLET SPIDER** IN

WEB OF LIFE PART II

HOWARD MACKIE / TOM LYLE story & art
SCOTT HANNA inks

SCARLET SPIDER

STARKINGS/COMICRAFT lettering KEVIN TINSLEY colors
DANNY FINGEROTH editor TOM DEFALCO editor in chief

KEN ELLIS...

...THAT'S THE GUY THAT SADDLED ME WITH THE "SCARLET SPIDER" NAME!

WHAT DID I EVER DO TO HIM?

PLACE IS EMPTY!

GIVES A WHOLE NEW MEANING TO THE PHRASE "GRAVEYARD SHIFT!"

NOT LIKE IN THE OLD DAYS. OR MAYBE IT'S JUST AN OFF NIGHT. I REMEMBER JONAH HAD THIS PLACE HOPPING NIGHT AND DAY.

ROBBIE.

NED LEEDS.

BEN URICH.

THEY ALL PRACTICALLY *LIVED* HERE.

AND THEN THERE WAS *PETER PARKER*...

...TRYING TO HUSTLE UP SOME MONEY WITH FREELANCE PHOTO-GRAPHS.

AND MOONING OVER JONAH'S SECRETARY... *BETTY BRANT.*

IT SEEMS LIKE YESTERDAY.

BETTY'S EYES...

...AND JONAH'S GRAVELLY VOICE.

PARKER!

WHAT ARE YOU DOING STANDING AROUND WHEN YOU COULD BE SNAPPING PHOTOS?!

ARE YOU *LISTENING* TO ME?

...WHAT ARE YOU DOING HERE?

THIS IS PRIVATE PROPERTY, BUDDY. I COULD HAVE YOU ARRESTED.

AND MOST PEOPLE KNOW THAT I'M NO FAN OF COSTUMED VIGILANTES.

YEAH... SORRY... I'M GOING.

WAIT. I HAVE SOMETHING I WANT TO *SAY* TO YOU.

I HEAR YOU'VE BEEN DOING LOTS OF GOOD THINGS SINCE YOU ARRIVED ON THE SCENE.

MY REPORTERS HAVE BEEN GIVING YOU SOME *HEAD-LINES*.

A REAL DO-GOODER, HUH?

THANKS, I--

WELL I'M NOT *BUYING* IT!

I DON'T TRUST *ANY* OF YOU MASKED *"HEROES"*!

MY PEOPLE ARE GOING TO KEEP AN EYE ON YOU.

IF YOU SLIP UP...WE'LL BE THERE TO REPORT THE *FACTS*.

FINE.

JUST ONE LAST THING, MISTER JAMESON...

YOUR PEOPLE HAVE BEEN WRITING ABOUT ME...

...CALLING ME THE SCARLET SPIDER DOESN'T MAKE ME TOO HAPPY.

I MIGHT HAVE MY LAWYERS CONTACT YOU ABOUT THAT.

JUST THOUGHT I'D WARN YOU!

WHY, OF ALL THE ARROGANT...

THAT FELT GREAT!

VISITING THE PAST...EVEN IF IT ISN'T REALLY MY PAST...FEELS GOOD. REAL GOOD.

LAST NIGHT SEEING BETTY...*

...TONIGHT CHEWING OUT JONAH...

...LIFE DOES HAVE ITS MOMENTS.

MAYBE I'VE GOT AN ANGEL LOOKING OVER MY SHOULDER, FOR A CHANGE.

*WEB #120. -- Danny-

AND THE MAN CALLING HIMSELF KAINE WATCHES...

...AND WAITS.

AT THAT MOMENT...

THIS PENTHOUSE APARTMENT ONCE BELONGED TO SERGEI KRAVINOFF, KNOWN AS KRAVEN THE HUNTER.

UPON HIS DEATH BY SUICIDE, IT -- AS ALL HIS WORLDLY POSSESSIONS -- WAS PASSED ON TO HIS ONLY CHILD...

...VLADIMIR, NOW CALLING HIMSELF THE GRIM HUNTER, A NAME TAKEN FROM A FABLE LEARNED AT HIS FATHER'S KNEE.

VLADIMIR IS A MAN WHO HAS INHERITED MANY OF HIS FATHER'S OBSESSIONS.

THE HUNT.

POWER.

AND BLOOD LUST FOR SPIDER-MAN.

YOUR ELIXIR HAS SERVED ME WELL, FATHER.

I HAVE THE SPIDER'S SCENT.

THE SCENT OF THE COWARD LEAD ME TO THE APARTMENT OF A YOUNG WOMAN LAST NIGHT.*

THE SPIDER WILL RETURN TO HER... I KNOW IT.

THEN THE SHAME WHICH HE HAS PLACED ON THE FAMILY NAME WILL BE ERASED.

* ALSO IN WEB #120. -- D.F.

THE HUNT, FATHER... ALL FOR THE HUNT.

ALL FOR YOU!

I HAVE LOST HIM.

SERGEI ENTRUSTED HIS ONLY SON TO MY CARE AND I HAVE FAILED THEM BOTH.

NOW THE FAMILY CURSE IS ON HIM.

CURSE OR LEGACY...

... THE HUNT ALWAYS LEADS TO MADNESS!

THE NEXT EVENING AT THE HOTEL WHICH BEN REILLY HAS BEEN CALLING HOME...

HEY, REILLY, WHERE'VE YOU BEEN KEEPING YOURSELF?

HOW'S THE STOMACH HOLDING UP?

IT WASN'T AS BAD AS IT LOOKED, BUT THANKS FOR YOUR HELP GETTING ME STITCHED UP.*

*WEB #119. -- Danny.

MAYBE WE CAN GET TOGETHER SOME TIME... WHEN YOU'RE FEELING UP TO IT?

MAYBE... THAT WOULD BE NICE.

A FEW MINUTES LATER...

LAST NIGHT BETTY BRANT AND NOW GABRIELLE...

AND OUTSIDE...

...KAINE WATCHES.

YES!

THINGS ARE STARTING TO LOOK GOOD!

AT THAT MOMENT...

GEEZ! I *HATE* DOCTORS!

PARK AVENUE MEDICAL CENTER

ROOM 5

SEEMED LIKE I SAT IN THAT WAITING ROOM FOR HOURS BEFORE GETTING IN TO SEE HIM...

...AND NOW HE'S GOT ME WAITING AGAIN!

DON'T KNOW WHY I EVEN CAME.

I'VE JUST BEEN FEELING A LITTLE RUN DOWN IS ALL.

MY STOMACH'S BEEN UPSET, BUT WITH ALL THAT'S GOING ON WITH AUNT MAY IN THE HOSPITAL AND PETER LOSING IT...

...I WOULDN'T BE SURPRISED IF I GAVE MYSELF AN ULCER.

WHAT IS *TAKING* HIM?

AHEM! MRS. PARKER...

...COULD YOU COME INTO MY OFFICE?

WE NEED TO TALK.

LATER, IN A SECTION OF THE CITY EVEN THE POLICE AVOID...

...KAINE WALKS.

NOW PETER PARKER AND BEN REILLY SLEEP.

LET THEM.

I WALK THE NIGHT... TAKE TO THE SHADOWS... SEEKING COMFORT WHICH ELUDES ME.

TRAP DOOR LIVE.

THIS IS MY DESTINY.

I SEEK COMFORT... ACCEPTANCE...

SNAP

...AND FIND ONLY *PAIN!*

PAIN.

IT HAS BEEN MY CONSTANT COMPANION THROUGHOUT THE YEARS.

THE PAIN OF ISOLATION.

THE PAIN OF REJECTION.

MY PAIN.

A PAIN WHICH I FREELY TRANSFER TO OTHERS.

THIS IS MY DESTINY.

DEATH IS THEIRS.

SOMEWHERE IN THE CITY, SPIDER-MAN LIES ON A ROOFTOP WRAPPED IN A FEVERISH SLEEP.

POISONED BY THE VULTURE, DEATH LOOMS LARGE IN HIS DREAMS.

ELSEWHERE, BEN REILLY SLEEPS PEACEFULLY FOR THE FIRST TIME IN YEARS...

...AS DREAMS OF A LIFE THAT COULD BE DANCE THROUGH HIS HEAD.

AND KAINE...

HE NEITHER SLEEPS NOR DREAMS.

HE STANDS ALONE WRAPPED IN THE SHADOWS OF THE NIGHT.

APART EVEN AS THE DREAMS OF PETER PARKER AND BEN REILLY ARE HEADED ON A COLLISON COURSE.

DREAMS SHARED AS IF WITH ONE MIND...

FRAGMENTED DREAMS.

DREAMS FILLED WITH STAINLESS STEEL... BRIGHT LIGHTS... ANTISEPTIC SMELLS...

DREAMS OF A BIRTH.

A LABORATORY.

AND THEN AN EMPTINESS... A DARKNESS WHICH SEEMS TO HIDE THE ANSWERS TO SO MANY QUESTIONS.

THE DREAMS THUNDER THROUGH THE SLEEP OF BOTH MEN WITH SUCH SPEED AND INTENSITY THAT LITTLE IS UNDERSTOOD.

ENOUGH ONLY TO LABEL THE DREAMS NIGHTMARES.

AT THAT MOMENT...

...KAINE DOUBLES OVER AS SEARING AGONY CUTS THROUGH HIS BRAIN.

KAINE WAITS FOR THE PAIN TO SUBSIDE... AND TO UNDERSTAND IT...

THE SOURCE OF THE PAIN IS UNKNOWN TO HIM.

KAINE CAN DO NOTHING MORE THAN WAIT.

IT IS DIFFERENT THAN THE PAIN THAT ACCOMPANIES HIS PRECOGNITIVE FLASHES.

NO.

OMIGOD! IT'S STARTING!

SOMEWHERE IN THE BERKSHIRE MOUNTAINS OF MASSACHUSETTS...

SEWARD TRAINER IS A SCIENTIST...A MAN OF VISION.

HE HAS DEVOTED HIS LIFE TO THE PURSUIT OF KNOWLEDGE...

...AND THE PRACTICAL APPLICATION OF THAT WHICH HE FINDS.

BEEP

THE OUTSIDE LINE?

NO ONE HAS THAT NUMBER, BUT...

BEN? IS THAT YOU, BOY? WHERE'VE YOU BEEN? WHERE ARE YOU?

I CAME BACK TO NEW YORK.

I'M WORRIED, SEWARD... FEELING WEIRD... DISTURBING DREAMS...

COULD DEGENERATION HAVE STARTED ALREADY?

BEN..! WHY COULDN'T YOU HAVE STAYED AROUND LONG ENOUGH TO FINSH THE TESTING?

STAY WHERE YOU ARE! I'M COMING TO NEW YORK!

A SHORT TIME LATER...

I NEED TO CLEAR MY HEAD.

I NEED SOMEONE TO TALK TO.

I NEED...

...BETTY!

"THERE SHE IS. STILL SO BEAUTIFUL.

"SHE'S A SYMBOL OF A *PAST* THAT CAN NEVER BE MINE.

"BUT A FUTURE--?"

EXCUSE ME!

HI... I WAS JUST THINKING ABOUT YOU.

I WAS WONDERING IF YOU'D LIKE TO FINISH WHERE WE LEFT OFF LAST NIGHT?

MAYBE YOU WANT A LITTLE MORE INFO FOR YOUR STORY.

I'M OFF THE STORY. IT BELONGS TO KEN ELLIS NOW.

Oh... SORRY... DIDN'T MEAN TO BOTHER YOU...

I'LL GO.

NO. WAIT.

I TOOK MYSELF OFF THE STORY. IT'S TIME EVERYTHING WASN'T JUST *WORK* FOR ME.

I NEED A LIFE, TOO.

I KNOW I SHOULD BE AFRAID OF YOU, BUT...

...THERE'S SOMETHING ABOUT YOU... I CAN'T DESCRIBE IT...

...IT'S AS THOUGH I'VE KNOWN YOU FOR A VERY LONG TIME.

AKA KOOM

A SUDDEN BURST OF INSTINCT FLASHES THROUGH THE SCARLET SPIDER'S HEAD...

...SOMETHING HE HAS COME TO KNOW AS HIS SPIDER-SENSE.

IT WARNS HIM OF DANGER THE INSTANT BEFORE IT STRIKES...

...AND HE CARRIES HIMSELF AND BETTY TO SAFETY!

WHO ARE YOU?

YOU KNOW WHO I AM, SPIDER!

AND YOU KNOW WHY I AM HERE!

ONE POLICE PLAZA...

...COME ALL THE WAY FROM UTAH...

...DETECTIVE RAVEN?

NEVER WORKED A CASE WITH ANYONE FROM UTAH.

NEVER EVEN MET ANYONE FROM UTAH.

LOOK AT THESE PICTURES. OUR PERP DOES HAVE A DISTINCTIVE STYLE.

LEAVES HIS VICTIMS MARKED UP REAL NICE. SO WHO'D HE KILL BACK IN SALT LAKE CITY?

MY PARTNER.

WELL, HE DIDN'T LEAVE ANY PRINTS AT THE CRIME SCENE HERE, BUT...

...IF WE'RE LOOKING FOR THE SAME MAN...

...AND IF HE'S A NATIVE NEW YORKER...

...AND IF HE'S BEEN FINGER-PRINTED...

...WE'LL BE ABLE TO RUN A MATCH WITH THE FINGER-PRINT HE LEFT BACK IN YOUR JURISDIC-TION...

WE'LL FIND HIM...

...AND WE'LL PUT HIM AWAY!

NEW YO
POLICE

FINGERPR
DIVISIO

YOU'VE GOT THE WRONG MAN, MISTER.

NOW, BETTY, I'D LIKE YOU TO GO INSIDE SO I CAN TALK TO THIS GENTLEMAN CALMLY.

I'M NOT GOING ANYWHERE! THIS IS MY BACK-YARD AND HE'S TRES--

BETTY, *NOW!* PLEASE.

THE WOMAN IS IN NO DANGER. IT IS *YOU* I SEEK.

DID YOU HOPE THAT IN CHANGING YOUR COSTUME I WOULD LOSE YOUR TRAIL?

DID YOU THINK THAT MY FATHER DID NOT TEACH ME BETTER?

A MAN CANNOT CHANGE HIS *SCENT* AS EASILY AS HIS CLOTHES.

I HAVE NO IDEA WHAT YOU'RE *TALKING* ABOUT!

IT MATTERS NOT, COWARD! THIS HUNT CONCLUDES NOW!

HAVE IT YOUR WAY!

YOUR PROJECTILES ARE NEW...NO? BUT QUITE USELESS AGAINST MY BODY ARMOR!

AND AS YOU SEE, I HAVE PROJECTILES OF MY OWN.

YEAH, I SEE THEM. BUT THE THING ABOUT PROJECTILES...

...IS YOU CAN'T *HIT* WHAT YOU CAN'T *CATCH!*

HE'S FOLLOWING. GOOD.

NEED TO LEAD HIM AWAY FROM HERE.

I KNOW HE SAID BETTY'D BE SAFE --

-- BUT SOMEHOW HE DOESN'T SEEM LIKE THE TRUSTWORTHY TYPE.

WHERE ARE YOU, COWARD?

HIDING WILL SERVE NO PURPOSE.

I WILL TRACK YOU DOWN TO THE ENDS OF THE EARTH IN ORDER TO AVENGE MY FATHER'S DEATH.

STILL DON'T KNOW WHAT YOU'RE TALKING ABOUT *AND* --

-- I HAD NO INTENTION OF *HIDING!*

JUST LOOKING TO GAIN THE UPPER HAND.

YOUR ACTIONS CONFIRM YOU AS THE COWARD YOU ARE... AND ALWAYS HAVE BEEN!

AND YOU GAIN *NOTHING!*

STILL YOU UNDERESTIMATE MY SPEED... MY AGILITY...

...YOU EXPECT MY FATHER, BUT I AM STRONGER, FASTER THAN KRAVEN!

KRAVEN? YOU'RE *KRAVEN'S* SON?!

DO NOT *TAUNT* ME!

YOU *KNOW* WHO I AM!

YOU *KNOW* THAT YOU WERE RESPONSIBLE FOR THE STAIN ON MY FAMILY NAME!

IT WAS *YOU*, SPIDER, WHO DROVE MY FATHER TO MADNESS... TO TAKE HIS OWN LIFE!

NO!

IT WASN'T *ME!*

LIAR!

HIS JOURNAL TELLS THE TALE --

-- MY FATHER'S WORDS HAVE CONDEMNED YOU FROM BEYOND THE GRAVE!

ONLY YOUR *DEATH* WILL APPEASE HIS RESTLESS SPIRIT!

YOU REALLY ARE *INSANE*, AREN'T YOU?

SHOOP

THEY SAID SUCH A THING ABOUT MY FATHER... AND ABOUT HIS *MOTHER* BEFORE HIM.

THOSE WERE *LIES*.

MY FATHER WAS DRIVEN TO HIS DEATH BY *YOU*...

FOOL! SEE HOW EASILY I EVADE YOUR ATTACK!

BUT... EVEN AS I WATCH YOU MOVE...

SPLASH

...NO... IT CANNOT *BE*.

YOU ARE *NOT* HIM.

THE *SCENT* IS THE SAME... THAT IS *CURIOUS*, BUT OF NO CONSEQUENCE TO ME.

THE FIGHTING STYLE IS SLIGHTLY DIFFERENT. I *KNOW* THE MAN I FOUGHT... AND YOU ARE NOT HIM.

I MUST FIND SPIDER-MAN.

I CAN'T LET HIM ESCAPE!

HE ENDANGERED BETTY, AND...

BETTY! I'VE GOT TO MAKE SURE SHE'S OKAY!

. . .

YOU ALL RIGHT?

I CALLED THE POLICE --

-- I WAS *WORRIED* ABOUT YOU. I STILL CAN'T SHAKE THE FEELING THAT YOU *ARE* FAMILIAR -- THAT WE'VE KNOWN EACH OTHER BEFORE.

NO.

I'M *NOT* THE PERSON YOU THINK I AM.

HE WOULD HAVE HANDLED THIS BETTER.

I NEVER SHOULD HAVE FOOLED MYSELF INTO THINKING I COULD HAVE A REAL LIFE.

IT WON'T HAPPEN AGAIN.

I'M SORRY TOO.

SORRY...

...I'VE GOT TO HUNT DOWN THAT MANIAC.

READ **WEB #121** FOR PART THREE OF **"WEB OF LIFE"**

THEN BE BACK NEXT ISSUE FOR THE LIFE-SHATTERING **CONCLUSION,** AS **DEATH** COMES CALLING FOR ONE OF OUR CAST!

MARVEL COMICS

WEB OF SPIDER-MAN®

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KAINE vs. THE SCARLET SPIDER

WEEK OF LIFE 3 OF 4

Phil + RE. '94

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE! AND NOW HE'S GOT HIS RETURNED CLONE TO CONTEND WITH!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

C'MON, SWEETHEART-- JUMP FOR IT! THAAAT'S IT!

OH, YA ALMOST GOT IT THAT TIME!

GIMME MY CLOCK BACK!

YEAH, DUTCH--MAYBE YA SHOULD HURRY UP AN' GIVE IT TO HER!

JUS' POP A CAP IN HER AN' LET'S GET OUTTA HERE!

HER NAME IS ANNIE--

--SHE HAD A LIFE ONCE. SHE HAD FRIENDS AND A FAMILY... A HOUSE... A HOME--

--THESE THINGS FILLED HER LIFE, AND SHE HAD BEEN HAPPY--

--BUT THAT WAS LONG AGO.

NOW THAT LIFE IS TOO PAINFUL TO REMEMBER. HER EXISTENCE THESE DAYS IS ONLY IN SURVIVING ONE DAY TO THE NEXT... FINDING FOOD... STAYING WARM.

WEB OF LIFE

PART THREE

THE HUNTING

TODD DEZAGO — GUEST WRITER
PHIL GOSIER — GUEST BREAKDOWNS
DeLA ROSA & EMBERLIN — FINISHES
STEVE DUTRO — LETTERS
KEVIN TINSLEY — COLORS
ERIC FEIN — EDITS
DANNY FINGEROTH — GROUP EDITS
BOB BUDIANSKY — CHIEF EDITS

COME ON... COME ON...

IT DON'T BELONG TO YOU! IT'S NOT YOUR PROPERTY! GIMME MY CLOCK!

THE RAGGED TRAPPINGS OF HER NEW LIFE BARELY FILL A BATTERED SHOPPING CART...

THIS CLOCK'S A PIECE A' JUNK, YA OLD HAG! IT'S TRASHED! IT DON'T EVEN WORK!

THEN WHY WOULD YOU WANT IT?

HEH HEH-- HEY, ROSS-- HOW 'BOUT THIS?

HERE'S A CHICK FOR YA!

LAURA!

YOU LEAVE MY BABY GIRL ALONE!

YOU PUT HER BACK!

YOU PUT MY LAURA BACK RIGHT THIS MINUTE!

WAK

HEH HEH-- THAT HADDA HURT.

SO WILL YOU!

HUH?

WHAK

CHOK

D-DUTCH-- THE GUN!

OH, YEAH--OH, YEAH--

TH-THAT'S ENOUGH, FREAK! WE WERE J-JUS' GONNA POP SOME SCABS IN THE PARK-- BUT I DON'T MIND PUTTIN' SOME HOLES IN YOU, TOO! DON'T--

HIS NAME IS KAINE...

--CULKK--!

...AND HE MOVES WITH A BRUTAL GRACE--VICIOUSLY DISPATCHING THE PUNKS AS IF ON A WHIM--MOMENTARILY DISTRACTED FROM AN AGENDA NO MAN CAN FATHOM...!

KRAK

NOT ME, MAN! I'M NOT DIGGIN' ON THIS...I'M JUS' ALONG FOR THE RIDE!

WE WUZ ONLY PLAYIN' WITH HER, MAN--WE WUZ PLAYIN'!

I DON'T CARE.

KRAK!

THA-THANK...

...THANK--

KRNCH

MANHATTAN AT TWILIGHT--AS THE STREETS AND SIDEWALKS OF THE CITY ARE DUSTED WITH THE FIRST SNOW OF THE SEASON--

--MOST PEOPLE WALK HUNCHED OVER, BRACING THEMSELVES AGAINST THE BITTER WINDS THAT HOWL THROUGH THESE CANYONS--

--NEVER GLANCING UPWARD, WHERE, THROUGH THE FALLING SNOW, THEY MIGHT CATCH A GLIMPSE OF--

--THE SCARLET SPIDER!

SEWER

NO PARKING 5 AM-7 PM

PLEASE, LET ME GET THERE AHEAD OF HIM!

I'M ONLY ASSUMING THAT IT WOULD TAKE THE GRIM HUNTER SOME TIME TO PICK UP PETER'S SCENT-- TO TRACK HIM BACK TO HIS APARTMENT--

--AND WHEN THE HUNTER GETS THERE...I WANT TO BE THE ONE WAITING THERE TO MEET HIM!

THE GRIM HUNTER TRACKED ME-- TO BETTY BRANT'S PLACE--BELIEVING I WAS PETER--WANTING TO KILL SPIDER-MAN--*

--BUT THE SCENT WAS WRONG, HE SAID...

...WHICH MAKES SENSE...EVEN THOUGH I'M PETER'S CLONE, OUR SCENTS WOULDN'T BE EXACTLY THE SAME-- OUR PHEROMONE OUTPUT MUST BE DIFFERENT.

*IT HAPPENED IN SPIDER-MAN #54 --WEB OF LIFE PART 2. --ERIC

BUT THE HUNTER GOT AWAY FROM ME--!

I JUST *HOPE* THAT IN THE TIME IT TOOK FOR ME TO STOP OFF AT HOME AND STOCK UP ON *WEB-FLUID* AND *STINGERS*--

--THAT THE HUNTER DIDN'T GET THE *ADVANTAGE* AND LOCATE PETER BEFORE I CAN GET *OVER THERE!*

ALL THIS TIME I'VE BEEN WORRYING THAT MY PRESENCE MIGHT *COMPROMISE* PETER'S LIFE... AND NOW I JUST MIGHT BE ABLE TO *SAVE IT!*

Uhm... I'M REALLY IN *NO RUSH*...

...WE REALLY DON'T NEED TO BE GOING *SO FAST*...

THIS...? PAL, THIS IS *NOTHIN'*! I BEEN DRIVIN' A HACK NOW FER 22 YEARS. I *KNOW* HOW T'DRIVE IN THE SNOW...

...THE *TRICK* IS NEVER T'HIT THE--

SAFE CAUTIOUS COURTEOUS

LOOK OUT!

HOLY CRUD!

THE BRAKES WON'T CATCH! I GOT NO CONTROL!

WE'RE SKIDDING!

THWIPP

WHA--? SPIDER-SENSE--WHOA, LOOKS LIKE I'M AT THE RIGHT PLACE AT THE RIGHT TIME!

A WELL-PLACED WEBLINE SHOULD DO THE TRICK.

SHPROING

W-WE STOPPED? HOW COULD WE HAVE POSSIBLY STOPPED...?!

I THOUGHT WE WAS DEAD FER SURE.

IT'S LIKE A MIRACLE!

34th ST.

THE KRAVINOFF ESTATE.

AS I LOOK DOWN ON VLADIMIR KRAVINOFF, I AM AFRAID THAT IN HIS IMPASSIONED BID TO CONTINUE HIS FATHERS LEGACY--

--TO CARRY ON WITH HONOR AND TRADITION THE KRAVINOFF NAME...

...HE HAS ALSO INHERITED THE THE MADNESS THAT BROUGHT KRAVEN TO HIS DEATH.

HE FOLLOWS SO CLOSELY NOW IN HIS FATHER'S FOOTSTEPS THAT HE CANNOT SEE THAT HE, TOO, HAS FALLEN VICTIM TO SUCH INSANE OBSESSION!

HE IS DRIVEN NOW BY ONE PURE AND BURNING TRUTH -- THAT HE WILL HAVE COMPENSATION FOR HIS FATHER'S DEATH--

--DESPITE THE FACT THAT KRAVEN TOOK HIS OWN LIFE--

--THAT HE WILL HAVE HIS REVENGE--

--THAT THE GRIM HUNTER WILL DESTROY SPIDER-MAN!

AND THE ROLE I AM INTENDED TO PLAY IN THIS *MAD DRAMA*?

I CAN ONLY BE AN *OBSERVER*--WATCHING IN FRUSTRATION AS HE *PLUMMETS* EVEN FASTER--

--SO LOST IS HE TO MY WORDS.

VLADIMIR...

...THE SON OF MY CLOSEST FRIEND. AND AS YOU GREW TO *MANHOOD*, YOUR FATHER ALLOWED ME TO *SHARE* IN HIS *PRIDE*.

--SPIRALING DEEPER AND DEEPER INTO THIS ABYSS OF SELF-DESTRUCTION!

HOW EASY IT WAS FOR ME TO SEE IN YOU THE SON I NEVER HAD. HOW EASY. WHEN HE DIED, WAS IT FOR ME TO TAKE ON HIS MANTLE AS YOUR FRIEND, TEACHER, AND CONFIDANTE.

MY APPEALS TO HIS SENSIBILITIES FALL ON DEAF EARS--SO *CONSUMED* IS HE WITH THIS OVER-POWERING *DESIRE*--

AND HOW DIFFICULT IT IS FOR ME NOW, TO WATCH YOU CHOOSE THIS COURSE--TO LOSE *YOU* TO THIS OBSESSION, AS WELL!

MY MIND SEARCHES FOR THE *WORDS* -- ALL THE WHILE KNOWING THAT THE WORDS WOULD HAVE NO MEANING --

--AND IT'S ALL I CAN DO TO STIFLE THE URGE TO SCREAM AT YOU, BEG OF YOU, PLEAD WITH YOU NOT TO CONTINUE ON THIS PATH! DENY THIS DEMENTED LEGACY--!

-- I WISH THERE WAS SOME WAY I COULD REACH YOU, SAVE YOU FROM THIS INSANITY.

BUT THERE IS NOT.

YOUR RESOLVE IS MUCH TOO STRONG. YOUR RATIONALE BASED ON MADNESS.

THE HUNT IS ON, GREGOR! THE SCENT OF MY PREY IS AROUND ME! AND SO IS THE SMELL OF DEATH!

I TAKE IT THE HELICOPTER IS SUPPLIED WITH THE ITEMS WE DISCUSSED?

JUST AS YOU REQUESTED, VLADIMIR--

--JUST AS YOU WISH.

AND SO I WILL KEEP MY COUNSEL --

--RESIGNING MYSELF TO THE FACT THAT YOU WILL NOT BE TURNED FROM THIS COURSE. I WILL BE YOUR EYES WHILE YOU ARE BLINDED BY THIS ILLNESS --

--I WILL BE THERE TO AID YOU, SHOULD MATTERS DICTATE--

--TO PROTECT YOU IF I CAN-- IF ONLY FROM YOURSELF...

THE 28TH PRECINCT, MIDTOWN MANHATTAN--

--AS VISITING DETECTIVE JACOB RAVEN AND NEW YORK DETECTIVE CONNOR TREVANE WORK LATE INTO THE DECEMBER NIGHT.

THIS LOOKS LIKE THE WORK OF THE SAME MAN.

...BECAUSE I DON'T KNOW WHY ANYONE WOULD WANT TO COPY A SIGNATURE SLAYING LIKE THIS!

WHEN I FIRST GOT THIS CASE TWO YEARS AGO, BACK IN SALT LAKE CITY, I FIGURED IT WAS GOING TO BE EASY! HE'D REVEAL HIMSELF.

YOU DON'T DO WHAT HE DID AND THEN GO HOME AND GET A GOOD NIGHT'S SLEEP--!

THAT'S WHERE I MADE MY MISTAKE-- I WAS THE ONE WHO COULDN'T GET ANY SLEEP! I'VE BEEN ACHING OVER THIS ONE FOR A LONG TIME.

THIS KILLER IS COLD--HIS SOUL IS DEAD--

--HE BEATS HIS VICTIMS TO DEATH WITH HIS BARE HANDS-- THEN HE LEAVES THAT--

--THAT MARK!

ANYBODY WHO'D DISFIGURE HIS VICTIMS THAT WAY HAS GOT TO BE DEMENTED! AND NOW WE GOT A MATCH ON HIS PRINTS--!

BUT THAT'S WHERE IT GETS FISHY, JACOB. THIS GUY MAY BE TWISTED... BUT HE'S SMART!

SO WHY'D HE ALL OF A SUDDEN GET STUPID ENOUGH TO LEAVE A PRINT AT A CRIME SCENE...?

A LOTTA THESE GUYS HE PUT DOWN WERE MOB--THEY WERE TRAINED. THEY WERE GOOD, AND HE WALKED THROUGH 'EM LIKE THEY WERE NOTHIN'!

YOU DON'T ELUDE THE COPS THIS LONG BY BEIN' CARELESS... THE PRINT ISN'T PERFECT--

NO. BUT IT'S ENOUGH.

ENOUGH TO CONVINCE ME HE'S HERE IN NEW YORK.

AND I THINK IT'S TIME WE PAID A VISIT TO THE MAN WITH THE MATCHING FINGER-PRINTS.

THE BROWNSTONE APARTMENT OF PETER AND MARY JANE PARKER.

SO FAR, SO GOOD. IT LOOKS LIKE I BEAT THE GRIM HUNTER HERE...

...NOW IT'S JUST A MATTER OF STAYING OUT OF SIGHT WHILE I *STAKE THE PLACE OUT.*

OF COURSE, THE WAY THIS *STORM* IS *BUILDING* I'M GOING TO BE A VERY INCONSPICUOUS *SNOW-MAN* IN NO TIME.

I FEEL LIKE I'M PLAYING AT BEING SOME KIND OF *GUARDIAN ANGEL* HERE. AS MUCH AS I DON'T WANT TO INTRUDE INTO PETER'S LIFE--

--I FEEL THAT I SOMEHOW *OWE* IT TO HIM TO LOOK OUT FOR HIM--I *KNOW* THE HUNTER IS STALKING HIM--

--BUT I CAN'T JUST LEAVE HIM OUT IN THE *COLD!* AND ALTHOUGH THIS CHIMNEY IS ACTING AS A GREAT WINDBREAK, IT'S ALSO BLOCKING MY VIEW!

THAT CALLS FOR A CHANGE OF VENUE!

--AND HOPEFULLY A BETTER PERSPECTIVE!

SO THIS WOULD BE REILLY'S DESTINATION...?! BUT WHAT BRINGS HIM HERE?

IS IT SOME BURNING VOYEURISTIC DESIRE THAT DRAWS HIM TO PARKER? TO OBSERVE A LIFE THAT HAS COMPLETENESS? TO DWELL ON THE "MIGHT-HAVE-BEEN"?

IN ANY CASE, AS HE WATCHES PARKER, I WILL BE WATCHING HIM!

AND I WON'T ALLOW ANYTHING TO GET IN MY WAY!

CHOOM

JUST AS I WON'T ALLOW REILLY TO INTERFERE WITH MY PLANS FOR PETER AND MARY JANE PARKER.

THERE, THAT'S BETTER. NOW IT'S TIME TO JUST SIT AND PLAY THE SPIDER-- WATCHING MY "WEB" AND WAITING FOR MY "PREY"--

--HUNTING THE HUNTER!

C'MON, HUNTER-- "STEP INTO MY PARLOR..."

I'M WAITING!

KRNCH

WHA...?

THAK

KRTHWAM

unnh SOMEONE-- CREPT UPON ME--SPIDER-SENSE DIDN'T GO OFF!

GOTTA GET MY HEAD TOGETHER-- FOR A SECOND THERE THE GUY LOOKED LIKE--

KAINE!

YES, REILLY--

--OR IS IT THE SCARLET SPIDER NOW?

EITHER WAY, IT SEEMS OUR PATHS HAVE CROSSED ONCE AGAIN. BUT I CAN ASSURE YOU...

...THIS TIME THE OUTCOME WILL NOT FIND YOU SO FORTUNATE!

HE RECOGNIZES ME... BUT HOW?!

CAN'T WORRY ABOUT THAT NOW--I HAVE TO PUT KAINE DOWN *FAST!* GOTTA KEEP HIM *OFF-BALANCE--*

THAK

BRAM

--KEEP HIM ON THE *DEFENSIVE--*

RURNT

--CAN'T LET HIM GET THE *ADVANTAGE--*

--AND WAIT FOR AN *OPENING!*

THP

THP

THERE.

HOW DO YOU LIKE THOSE *STINGERS*, KAI--

--OH, *GREAT!*

IF AT FIRST YOU DON'T SUCCEED--

THWUP

THWUP

--SWITCH TO IMPACT WEBBING!

THWPH

THWPH

SO NOW THAT I HAVE YOUR UNDIVIDED ATTENTION, MAYBE YOU WON'T MIND ANSWERING A FEW QUESTIONS, LIKE--

--WHAT BRINGS YOU TO NEW YORK?

KRA

TONK

IRONICALLY ENOUGH, REILLY--

--YOU DO.

:unnh:

AND I'VE ARRIVED JUST IN TIME TO ATTEND YOUR FUNERAL.

MMF.

HUH?

OH, NO. I ALMOST FORGOT--THE GRIM HUNTER!

URK--

I HAVE TO GET AWAY FROM KAINE-- STOP THE HUNTER FROM--

:CHKK-KK:

HE'S STRANGLING ME--TRYING TO CRUSH MY WINDPIPE-- AND HE COULD DO IT, TOO!

I'M STARTING TO BLACK OUT! GOT TO--

SMAPP

UNNH...

FUNK

C'MON, BEN-- SHAKE IT OFF! YOU'VE GOT WORK TO DO--

--YOU'VE GOTTA STOP THE HUNTER!

YEAH, RIGHT--AS SOON AS I TAKE CARE OF--

THOOM

MEANWHILE, ON THE ADJACENT ROOFTOP--

I HAVE FOUND HIM, FATHER--! I HAVE TRACKED MY ENEMY TO HIS LAIR--

--MY PREY TO HIS DEN!

HIS FOUL SCENT BURNS AT MY NOSTRILS, BUT SO, TOO, DOES THE SMELL OF DEATH!

EVERY FIBER OF MY BEING, EACH ONE OF MY ENHANCED SENSES, TELLS ME THAT THE KILL IS NEAR...!

I STAND AT THE PRECIPICE OF MY DESTINY. ONCE I ELIMINATE HIS MEAGER SECURITY DEVICES, I SHALL SLAY THE SPIDER-MAN--

--AND CLEANSE FOREVER THE STAIN HE HAS PLACED ON OUR FAMILY NAME!

YOU WILL BE AVENGED, FATHER--

--AND I WILL HAVE FULFILLED THE LEGACY YOU HAD LEFT TO ME-- THE LEGACY OF KRAVEN!

ALL MY LIFE, ALL MY TRAINING-- EVERY HUNT, AND EVERY KILL--HAVE PREPARED ME FOR THIS MOMENT!

HOW FITTING THAT THE SPIDER SHOULD DIE IN HIS OWN--

--EH...?

YOU INTERFERE WITH DESTINY HERE, STRANGER! IN COMING HERE, YOU HAVE MADE A FATAL ERROR--

--BUT I GUARANTEE, IT IS A MISTAKE THAT WILL BE YOUR LAST!

SO WE SHALL SEE...

UNH. GOTTA STOP...THEM... GOT...

...STOP THEM BOTH! IF I DON'T...

...PETER'S DEAD...

CHUFF

"WEB OF LIFE" CONCLUDES--WITH A SHOCKING DEATH--IN SPIDER-MAN #55! THEN, NEXT MONTH, BE HERE FOR PART 1 OF THE "SMOKE AND MIRRORS" CROSSOVER--FEATURING THE RETURN OF THE CLONE'S CREATOR: THE JACKAL!

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SPIDER-MAN®

WEB OF LIFE 4 OF 4

KAINE™...
SCARLET SPIDER™...
GRIM HUNTER™...

...ONE WILL DIE!

STAN LEE PRESENTS

THE SCARLET SPIDER IN

END HUNT

WEB OF LIFE PART IV

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SNOW FALLS ON NEW YORK CITY.

SOMEWHERE ON A ROOFTOP LIES THE MAN THE NEWSPAPERS HAVE LABELED THE SCARLET SPIDER.

HE CAN THINK OF HIMSELF ONLY AS BEN REILLY.

HE'D LIKE TO THINK OF HIMSELF SIMPLY AS A MAN WITH EXTRAORDINARY POWERS AND A GREAT SENSE OF RESPONSIBILITY.

A SENSE OF RESPONSIBILITY WHICH PUSHED HIM TO TRY TO STOP THE GRIM HUNTER FROM GETTING TO AND KILLING PETER PARKER.

NOW, HIS BRUISED AND BLOODIED FACE CRUSHED AGAINST THE SNOWY ROOFTOP, BEN IS NOT FEELING TOO POWERFUL OR RESPONSIBLE.

HE IS FEELING ONLY PAIN, FEAR, AND A SENSE OF FAILURE.

ALL INFLICTED AT THE HANDS OF THE MAN CALLING HIMSELF KAINE.*

AND THE PAIN SERVES AS A REMINDER THAT BEN IS NOTHING MORE THAN A CLONE OF PE PARKER.

THROUGH HIS PAIN, HE CURSES HIMSELF AS A POOR EXCUSE FOR A MAN...

...AND FOR A HERO.

*SEE WEB OF SPIDER-MAN #121. --DANNY

KAINE.

HE'S *HERE.* FOLLOWING ME *AGAIN.*

STRONGER... MORE *SAVAGE* THAN I REMEMBERED.

TORE INTO ME... THROUGH ME... LIKE I WAS NOTHING.

AGAIN. WHY DOES HE *DO* THIS TO ME?

WHY DOESN'T HE JUST *KILL* ME?

STOPPED ME FROM GETTING INTO PARKER'S APARTMENT... FROM STOPPING THE *GRIM HUNTER.*

NOW *HE'S* GOING FOR PARKER, TOO.

WHY?

HE AND THE GRIM HUNTER BOTH ARE AFTER SPIDER-MAN.

CAN'T LET THEM *DO* THIS!

GOT TO STOP KAINE AND THIS GRIM HUNTER *BOTH.*

THWIP

GOT TO *TRY.*

GOT TO PUSH THROUGH THE PAIN.

THROUGH THE *FEAR*.

STAY FOCUSED ON *AUNT MAY*.

DO IT... SAVE PARKER'S LIFE... FOR *HER*.

EVERYTHING FOR *HER*.

THWIPP

ON A NEARBY ROOFTOP...

KAINE AND THE GRIM HUNTER CIRCLE EACH OTHER IN A DANCE OF CERTAIN DEATH.

NEITHER HAS EVER LAID EYES ON THE OTHER BEFORE, AND YET...

...EACH IS READY TO KILL THE OTHER.

I DO NOT KNOW WHO YOU ARE, OR WHY YOU DARE STAND IN THE WAY OF MY REACHING THE SPIDER, BUT...

...YOUR INTERFERENCE WILL BRING YOU ONLY DEATH!

THIS HUNTER IS POWERFUL...

...FAST...

...DEADLY.

COULD HE BE THE ONE I SEEK?

HE STALKS SPIDER-MAN... WOULD KILL HIM.

CAUSED ME TO ACT PREMATURELY.

CAUSED ME TO LASH OUT AT REILLY.

I MUST PUT AN END TO THIS ONE.

HE CANNOT BE ALLOWED TO *INTERFERE* WITH ALL THAT I HAVE STRIVEN TO ACCOMPLISH.

HE MUST *DIE*.

AS MUST THEY ALL.

HE HAS FORCED MY HAND.

AT THAT MOMENT...

NO SIGN OF EITHER OF THE BAD GUYS OUT HERE.

I'VE GOT TO KNOW.

GOT TO MAKE SURE THAT PETER AND HIS WIFE ARE SAFE.

DARK INSIDE.

QUIET.

EMPTY.

SO THIS IS WHERE HE LIVES.

WHERE HE HAS A LIFE.

A HOME...

...A FAMILY.

THINGS I COULD NEVER DARE HOPE FOR...

...NEVER DARE DREAM.

BUT I *DO* DREAM.

DREAM OF THE WAY THINGS *COULD* HAVE BEEN.

TORTUROUS DREAMS WHICH ONLY SERVE TO REMIND ME OF...

...HOW *EMPTY* MY LIFE IS.

GOT TO GET OUT OF HERE! FIND KAINE AND THE GRIM HUNTER!

THIS IS CRAZY!

WHY DO I *DO* THIS TO MYSELF?

STOP *DREAMING.*

ELSEWHERE...

THERE WAS A TIME THAT NOT A SINGLE SPECK OF DUST WAS ALLOWED TO EXIST IN THIS STATE-OF-THE-ART LABORATORY.

BUT THAT WAS LONG AGO.

A MAN ENTERS THE LABORATORY AND IMMEDIATELY FEELS AS THOUGH HE IS RETURNING TO A LONG-LOST HOME.

A HOME HE LEFT RELUCTANTLY, BUT HASTILY.

CALL R.G.K. FOR LAB EQUIPMENT

SO LONG AGO.

AND WITH THE FLIP OF A LIGHT SWITCH...

...SEWARD TRAINER, ONE OF THE WORLD'S LEADING GENETICISTS, IS HOME.

OKAY, BEN, YOU GOT ME TO COME BACK*.

ALL I HAVE TO DO IS FIND YOU...

...BEFORE IT'S TOO LATE.

*LAST ISSUE. -- Danny.

MEANWHILE, THE STORM AND THE BATTLE BETWEEN KAINE AND THE GRIM HUNTER RAGE ON.

NEITHER MAN SEEMS TO BE AFFECTED BY THE BITTER COLD, THE DRIVING WINDS OR THE BLINDING SNOW.

BOTH ARE TOO DRIVEN BY A BLOOD RAGE TO NOTICE THE ELEMENTS.

GOT TO REST -- CATCH MY BREATH.

BETWEEN MY BATTLE WITH THE GRIM HUNTER AND THE BEATING I TOOK FROM KAINE, I'VE GOT TO ASK MYSELF...

...WHAT MAKES ME THINK I CAN TAKE THE *TWO* OF THEM ON TOGETHER?

IT WOULD BE A LOT EASIER... *SMARTER* EVEN... TO JUST LET THE TWO OF THEM TEAR EACH OTHER APART... GO IN AND PICK UP THE PIECES AFTERWARD.

BUT, I JUST CAN'T DO IT.

THWIPP

HERE... LIFE IS JUST STARTING TO GO MY WAY...

NO --

LOSING IT... DIZZY...

...CAN'T...

...HANG...

...AND I'M THROWING MYSELF IN BETWEEN TWO GUYS WHO WILL PROBABLY KILL ME.

WHUMP

I HAVE HIM!

HE IS ON THE DEFENSIVE NOW.

HE DIES.

NO.

THEY'RE GOING TO KILL EACH OTHER.

GOT TO *STOP* THEM. GOT TO...

YOU ARE A WILD ONE...

...AND UNEXPECTED.

UNDER OTHER CIRCUMSTANCES, I WOULD WELCOME HUNTING YOU, BUT TONIGHT...

...SPIDER-MAN IS MY PREY!

KRA

KOOM

WE WILL FINISH THIS ANOTHER DAY.

TOO *WEAK* TO STOP KAINE.

GOT TO GET A MICRODOT TRACER ON HIM BEFORE HE GETS AWAY.

GOT HIM!

THINK I'LL *COLLAPSE* NOW...

A SHORT AND PAINFUL TIME LATER...

STARTING TO FEEL A LITTLE BETTER.

CAN'T AFFORD TO REST FOR TOO LONG. STILL GOT TO NAIL KAINE.

YEAH, LIKE THAT'S GOING TO BE EASY.

HAVE JUST ENOUGH TIME TO LOAD UP ON SOME WEB CARTRIDGES AND MAYBE THAW OUT MY TOES A LITTLE BIT.

NICE COSTUME, YOUNG MAN, BUT ISN'T IT JUST A LITTLE *COLD* TO BE PARADING AROUND IN YOUR UNDER-WEAR?

WHO THE--?

THAT *IS* YOU UNDER THERE... ISN'T IT, BEN?

SEWARD? YOU *CAME?*

OF COURSE I DID. DID YOU THINK I'D PASS UP THE CHANCE OF FINISHING UP OUR LITTLE TESTING?

THANK YOU.

IT'S GOOD TO SEE A FAMILIAR... A FRIENDLY... FACE.

YOU LOOK TERRIBLE, KID.

I'M FINE, SEWARD.

BANGED UP, BRUISED, AND NOT SURE I CAN CUT IT AS A SUPER HERO, BUT FINE.

GLAD TO HEAR IT, YOUNG FELLA. NOW LET'S GET YOU PACKED UP AND OUT OF THIS RAT HOLE. THERE'S PLENTY OF ROOM AT MY LAB FOR YOU.

HE'S HERE, SEWARD.

KAINE. I'VE ALREADY HAD A RUN-IN WITH HIM. I'VE GOT TO GO BACK AFTER HIM TONIGHT.

HE'S GOING TO KILL AGAIN. I'VE GOT TO *STOP* HIM.

NOT AGAIN. NOT *HIM!*

ELSEWHERE...

I WON'T LET HIM ESCAPE.

THE GRIM HUNTER COULD BE THE ONE.

THE ONE I HAVE SEEN IN MY...

...VISIONS!

AGAIN...A PRECOGNITIVE GLIMPSE INTO THE FUTURE.

THE *PAIN* IS OVERWHELMING!

MARY JANE!

SPIDER-MAN'S WIFE!

SHE IS TO BE *MURDERED!*

IT'S GOING TO HAPPEN SOON.

SHE WILL DIE...

...AND HE WILL SUFFER!

I HAVE NO CHOICE.

MY ROLE IS CAST.

I MUST FIND HER...

...NOW!

CENTRAL PARK...

THE GRIM HUNTER MOVES THROUGH THE DRIVING SNOW WITH THE STEALTH OF A JUNGLE CAT.

EVERY ONE OF HIS ENHANCED SENSES IS FOCUSED ON THE TRACKING OF HIS PREY: SPIDER-MAN.

AND THEN...

WHAT'S THIS?

KAINE... *HIS* SCENT IS IN THE AIR.

HE HAS THE AUDACITY TO STALK *ME*?

VERY WELL.

GREGOR! THIS IS VLAD. COME TO ME...NOW.

I WILL NOT BE *HUNTED*, KAINE.

SINCE YOU SEEK AN ENDING...

...LET IT HAPPEN *TONIGHT!*

A SHORT TIME LATER...

THE TRAIL ENDS HERE.

IT'S AS THOUGH THE GRIM HUNTER HAS DISAPPEARED FROM THE FACE OF THE --

WHY DO YOU SEEK YOUR *DEATH*, MAN?

WHO ARE YOU THAT SEEKS ME... SEEKS YOUR *DEMISE*?

UNTIL TONIGHT I HAD NO QUARREL WITH YOU.

IT WAS THE *SPIDER* I HUNTED.

BUT NOW...!

AND *NOW*, BECAUSE OF YOUR PURSUIT OF THE SPIDER...

...YOU WILL **DIE!**

ALL THINGS CONCERNING SPIDER-MAN CONCERN *ME!*

HIS LIFE IS MINE!

GENTLEMEN! I'D LOVE TO SAY IT'S BEEN TOO *LONG*...

...BUT THAT WOULD BE *FIBBING!*

NOW, KAINE OLD BUDDY, WHY DON'T YOU WRESTLE WITH MY IMPACT WEBBING FOR A WHILE?

I INVENTED IT WITH *YOUR* UGLY FACE IN MIND!

YOU HAVEN'T LEARNED ANY-THING ABOUT ME IN ALL THESE YEARS...HAVE YOU?

HOW MANY TIMES DO I HAVE TO BEAT YOU DOWN?

A FEW MORE, I GUESS!

AND EVERY TIME YOU DO, I'LL JUST COME *BACK* AND TRY A LITTLE *HARDER.*

UNLESS YOU KILL ME, THAT IS.

KILLING YOU WOULD MAKE THINGS TOO *EASY* FOR YOU. I WANT YOU TO SUFFER.

THIP THIP THIP THIP

LUCKY ME. GUESS YOU'RE ABOUT THE BEST FRIEND I HAVE, THEN.

NOW, HOW ARE THOSE *STINGERS* FEELING?

I INVENTED *THEM* WITH YOU IN MIND AS WELL. YOU SHOULD BE EXPERIENCING SOME *MUSCULAR PARALYSIS* JUST ABOUT...

...NOW!!

LOOKS LIKE THEY WORKED.

KRAK

GREAT! NOW I'VE GOT TO SAVE KAINE FROM DROWNING!

THIS JUST ISN'T MY DAY!

SEVERAL MINUTES LATER...

TERRIFIC! CAN'T FIND KAINE, AND NOW THE GRIM HUNTER IS GONE!

I'VE GOT TO DRY OFF AND TRY TO WARN PARKER ABOUT THIS.

I'M SURE HE'LL BE MORE THAN HAPPY TO SEE *ME!*

THE OTHER SIDE OF THE PARK...

YOU ARE GOOD, KAINE.

BUT NOT GOOD ENOUGH.

DEFEATED BY THE SCARLET SPIDER, YOU ESCAPED.

NOW YOU ARE LIKE A WOUNDED GREAT BEAST.

ONE THAT MUST BE DISPOSED OF.

YOU CANNOT HIDE... CANNOT RUN... FROM ME!

IT WOULD HAVE BEEN BETTER FOR YOU TO HAVE LET ME ESCAPE.

PERHAPS.

BUT IT SEEMS WE SEEK THE SAME PREY, KAINE.

ONLY ONE OF US CAN BE ALLOWED TO COLLECT THE TROPHY.

THE SPIDER WILL BE MINE. I SWEAR THIS IN MY *FATHER'S* NAME.

IT'S NOT GOING TO HAPPEN.

AS GREGOR, AIDE AND MENTOR TO THE GRIM HUNTER, ARRIVES ON THE SCENE...

...HE WITNESSES THE TWO PREDATORS CIRCLING EACH OTHER.

EACH TAKING IN THE OTHER'S EVERY MOVEMENT UNTIL...

...THE ATTACK SPILLS INTO THE SHADOWS OF THE NIGHT AND...

...THE BATTLE IS OVER IN AN INSTANT.

ALL IS SILENT EXCEPT FOR THE DRIVING WIND.

FIRST KAINE STAGGERS FROM THE SHADOWS... WOUNDED.

THEN GREGOR WATCHES AS VLADIMIR -- THE GRIM HUNTER -- STEPS FROM THE SHADOWS.

IN HIS HEART, GREGOR KNOWS THE OUTCOME OF THE BATTLE.

HIS GREATEST FEAR HAS BEEN REALIZED.

GREGOR... I HAVE FAILED...

...FAILED MY FATHER... FAILED YOU...

...FORGIVE ME...

HE HAS BEEN MARKED.

HE DIES.

AS SHALL MANY OTHERS.

AS KAINE DISAPPEARS INTO THE STORM, GREGOR HOLDS THE LIFELESS BODY OF WHAT IS THE CLOSEST TO A SON HE HAS EVER KNOWN.

AND EVEN AS HIS GRIEF OVERWHELMS HIM...

...A PLAN OF VENGEANCE BEGINS TO FORM.

WEB OF LIFE ENDS HERE, BUT DO NOT MISS THE STUNNING **DEATH** IN NEXT WEEK'S ***SPECTACULAR SPIDER-MAN*** – AND THEN THE **SMOKE & MIRRORS** CROSSOVER WHICH BEGINS IN ***WEB #122*** AND CONTINUES THRU ***AMAZING*** AND THIS MAG – IT'S **CLONE MADNESS** AT ITS **ULTIMATE!**

MARVEL COMICS

THE AMAZING SPIDER-MAN

FABULOUS FLIP BOOK

WEB OF DEATH 1 OF 4

THE LAST SPIDEY/DOC OCK SAGA OF ALL TIME BEGINS HERE!

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BAGLEY & MAHLSTEDT

BUT FIRST A DYING SPIDEY'S GOT TO GET PAST STUNNER!™

I AM KAINE-- AND I KNOW YOU, SPIDER-MAN...

...BETTER THAN YOU KNOW YOURSELF.

THE SECRETS OF YOUR PAST, THE TRAGEDIES OF YOUR FUTURE; THE DEPTH OF YOUR LONELINESS, THE INTENSITY OF YOUR PAIN.

BUT YOU, MY FRIEND, CAN NEVER KNOW *ME*. AND THAT'S EXACTLY HOW I WANT IT.

FROM THE DAY I FIRST DREW BREATH, I STOOD ALONE. SEPARATE. WITHOUT LOVE. WITHOUT FAMILY. WITHOUT HOPE.

NO REGRETS, OF COURSE. I AM WHAT I AM. WHAT I WAS *MEANT* TO BE. WHILE YOU...

...WERE BORN TO A FAR *DIFFERENT* DESTINY.

KEEP MOVING.

Ignore the burning fever and the pounding in my head. Ignore the throbbing muscles and the aching bones.

Ignore the fact that I'm DYING.

KEEP MOVING.

But maybe I SHOULDN'T ignore it. Maybe I should SURRENDER to it.

All these months of struggle and pain. I've seen the darkest side of life... of myself. Haven't I wanted to disappear into a cocoon...

...give up the world and just...

THWIP!

...FADE AWAY?

What WAS that? Like a door... opening in my mind.

Like a fragment of feeling... a broken piece of memory...

...that I never knew I HAD!

Must be the fever. Can't gather up my thoughts. Can't concentrate.

Can't even shoot my webbing straight.

At the rate I'm going, I'll end up killing MYSELF...

...before this CHEMICAL VIRUS the Vulture infected me with...

...even gets a chance to...

do

the

job...

ALL THESE YEARS.

WE'VE COME TOGETHER TIME AND AGAIN...

...DRIVEN BY DEMONS NEITHER ONE OF US COULD FULLY UNDERSTAND OR EXPLAIN.

AND NOW, AT LAST, I FIND YOU LIKE THIS.

WEAK. VULNERABLE. PATHETIC.

THWAK!

I COULD CRUSH THE LIFE OUT OF YOU WITH LITTLE EFFORT. BATTER YOUR DEFENSELESS BODY UNTIL THERE'S NOTHING LEFT BUT BLOODY PULP.

BUT I CAN'T. I *WON'T.* NOT NOW.

NOT YET.

BECAUSE I NEED TO *UNDERSTAND* YOU.

(I DON'T KNOW WHY THE IDIOTS EVEN BOTHER ARRESTING ME. THEY'VE *NEVER* BEEN ABLE TO HOLD ME.)

YOU'VE *CHANGED*, SPIDER-MAN--AND I DON'T LIKE IT.

I'VE BEEN WATCHING YOU CLOSELY IN THE WEEKS SINCE I ESCAPED FROM THE *VAULT.* *

* PRISON FOR SUPERHUMAN CRIMINALS.-- DANNY

WATCHING --AND WONDERING.

I DON'T LIKE IT ONE BIT.

WEB OF DEATH PART ONE: TENTACLES

J. M. DEMATTEIS WRITER • MARK BAGLEY PENCILER • LARRY MAHLSTEDT INKER • BILL OAKLEY LETTERER • BOB SHAREN COLORIST • DANNY FINGEROTH EDITOR • TOM DEFALCO EDITOR IN CHIEF

I'VE ALWAYS LOOKED UPON YOU AS THE LAST DECENT MAN : BRAVE, SELF-SACRIFICING. A BREED WE SEE FAR TOO LITTLE OF IN THESE CORRUPTED TIMES.

IS THAT WHY I'VE ENJOYED OUR ENCOUNTERS SO MUCH DOWN THROUGH THE YEARS?

DO YOU REMIND ME OF A PART OF MYSELF THAT WAS LOST ...LONG AGO... IN THE EXPLOSION THAT TRANSFORMED OTTO OCTAVIUS INTO THE CREATURE THE MEDIA CALLS...

...DOCTOR OCTOPUS?

OR WAS IT LOST LONG BEFORE THAT--BEATEN DOWN BY AN ABUSIVE FATHER... SMOTHERED BY A MOTHER WHO REFUSED TO ALLOW ME TO--

Hmmmm.

WEARY OF THE CONSTANT ROUNDS OF SCHEMING AND FIGHTING, INCARCERATION AND ESCAPE?

I SEEM TO BE GROWING ALARMINGLY REFLECTIVE THESE DAYS. A MID-LIFE CRISIS, PERHAPS? OR AM I SIMPLY... WEARY?

YOU, AT LEAST, HAVE ALWAYS MADE THE GAME WORTHWHILE. BUT, AS OF LATE, YOU SEEM TO HAVE CHANGED. BECOME AS MUCH THE BLOOD-THIRSTY VIGILANTE AS THOSE OTHER SO-CALLED "HEROES" OUT THERE.

AND IF WHAT I'VE HEARD ON THE STREETS IS TRUE ...IF THE VULTURE HAS SUCCEEDED WHERE THE REST OF US HAVE FAILED...

...IF YOU'RE DYING--!

YOU MAY LIVE...FOR NOW... MY OLD ADVERSARY. WHILE I CONTINUE TO WATCH. AND WONDER.

AND PLAN.

Oh, man.

My guts are on fire. And my head... Feels like it's gonna EXPLODE...

I'M DYING.

I've got to face it: this isn't one of those situations that I'm going to get out of with a fast quip... and a few well-placed punches.

I'M REALLY DYING.

My world... MY LIFE... it's all slipping away.

And... God help me... I don't know where to TURN.

Yes

I

DO.

SO I SAID TO HIM-- "YOU THINK YOU GOT A WIFE WHO'S A WITCH?"

WOMEN'RE ONLY GOOD FOR ONE THING.

SHOULDA NEVER TOOK THAT STUPID JOB!

TEN YEARS AN' THEY FIRE ME... JUS' LIKE--

U K Y S

HELLOOOO ♫ ... BOYS! ♫

HARD DAY AT THE OFFICE?

KIDS DRIVING YOU UP THE WALL?

HURT YOUR HAND BEATING THE WIFE?

NO CHOICE, IS THERE, BUT TO LOSE YOURSELF IN BEER AND FANTASY.

WELL, GET ON YOUR KNEES AND THANK THE LORD, BOYS--'CAUSE YOUR FANTASIES HAVE ALL COME *TRUE*.

STUNNER'S HERE.

I'M EVERY WOMAN YOU'VE EVER DREAMED ABOUT AND DROOLED OVER.

BIG AND BUILT... READY, WILLING, AND ABLE.

I DON'T ASK A LOT OF STUPID QUESTIONS. I DON'T EXPECT TOO MUCH. I JUST WANT TO *PLEASE* YOU.

SO WHADDAYA SAY, BOYS? WHO'S GONNA BE FIRST?

WHO'S *MAN* ENOUGH FOR ME?

WELL, COME ON... SPEAK UP! STEP FORWARD! PUT YOUR MONEY WHERE YOUR MACHO *MOUTHS* ARE!

NO ONE?

JUST AS I SUSPECTED--

RAKK-

--LOSERS ONE AND ALL!

KOOM!

Y'KNOW, THAT WAS MORE FUN THAN I *THOUGHT* IT WAS GONNA BE!

FUN?

FUN?!

YOU TRASH MY BAR... BEAT UP ON MY CUSTOMERS--

--AND YOU CALL THAT *FUN?!*

LADY... I AM GONNA BLOW YOU FROM HERE TO--

...TO...

PUT THE GUN DOWN, IDIOT, AND BACK AWAY FROM HER-- BEFORE I *DISEMBOWEL* YOU.

GOOD.

NOW TAKE THIS. IT SHOULD COVER THE DAMAGES--TO YOUR ESTABLISH-MENT, AT LEAST.

YOUR PATRONS, I'M AFRAID, WILL HAVE TO FEND FOR THEM-SELVES.

YEAH. SURE. W-WHATEVER YOU SAY--

SIR?

SIR.

TIME T'GO HOME, DOC?

YES, MY DEAR. IT'S LONG PAST TIME...

"...TO GO HOME."

WHATCHA THINKIN' ABOUT?

TOO MANY THINGS, I'M AFRAID.

--IS THE KEY T' LIFE.

THINKING'S A DEAD END. I KNOW THAT FROM EXPERI-ENCE.

DOING, ON THE OTHER HAND--

OTTO-- WHAT IS IT?

ARE YOU MAD AT ME ABOUT WHAT HAPPENED BACK AT THE BAR?

ANGRY? AT YOU?

MY DEAR, YOU'RE THE BEST THING THAT'S HAPPENED IN MY LIFE SINCE--

WELL... IN FAR TOO LONG.

AND WHY WOULD I BE UPSET ABOUT WHAT YOU DID? HEAVEN KNOWS, YOU HAVE GOOD REASON TO TREAT THOSE TROGLODYTES THAT WAY.

SPIDER-MAN.

I DON'T GET IT. HE'S JUST ANOTHER MUSCLE-FLEXING SHOW-OFF, RIGHT?

YOU DON'T KNOW HIM THE WAY I DO. I DOUBT IF ANY-ONE DOES.

A VIBRANT, INTELLIGENT OPPONENT. SO FULL OF LIFE AND HUMOR. AND NOW, IT SEEMS, HE'S BECOME A GRIM AND HUMORLESS THUG--

THEN WHAT IS IT?

IT'S... HIM.

--NO BETTER THAN *MYSELF.*

DON'T *SAY* THAT, OTTO! YOU--

TRUTH IS TRUTH, MY DEAR.

I'VE ALWAYS FELT THAT, BENEATH HIS MASK, SPIDER-MAN WAS THE SAME DECENT AND SELF-SACRIFICING SOUL HE WAS IN COSTUME.

WHILE I, ON THE OTHER HAND, HAVE BEEN HIDDEN BEHIND THE DARK GLASSES AND TENTACLES OF DOCTOR OCTOPUS FOR SO LONG--

--THAT I'VE LOST ALL SENSE OF WHO AND WHAT *OCTAVIUS* TRULY IS!

I'VE BECOME MY *PERSONA.* NOT A MAN...

...BUT A WARPED *IMAGE* OF ONE!

AND SO, APPARENTLY, HAS *HE.*

IT'S SLIGHTLY *EMBARRASSING*... HOW DEEPLY I FEEL ABOUT HIM. I'M ACTUALLY *SHOCKED* BY HOW MUCH SPIDER-MAN HAS *CHANGED.*

I NEVER REALIZED HOW MUCH I *DEPENDED* ON HIM TO MAINTAIN A LEVEL OF HUMANITY--

--THAT I NEVER COULD.

--YOU ALREADY *ARE.*

BUT *DOCTOR OCTOPUS*--

IS THE *FAKE.* YOU'RE OTTO. ALWAYS WERE. ALWAYS *WILL* BE.

Y'KNOW--I CAN'T BELIEVE SOMEONE AS SMART AS YOU ARE--CAN BE SO UNBELIEVABLY *STUPID.*

ALL THOSE THINGS YOU THINK YOU SEE IN *HIM*--

AND I *LOVE* YOU, OTTO. WITH ALL MY...

...HEART--?!

S-SORRY, DOC... GOTTA *GO* NOW! BUT DON'T WORRY, LOVER... IT'LL JUST BE FOR--

--A LITTLE WHILE...

NO!

COME BACK!

COME BACK!!!

COME BACK.

PETER...?

PETER--
I'M BACK!

Who're you kidding, Mary Jane?

When you left to go to Pittsburgh, your husband was treating you like a leper; hiding behind the Spider's mask ... webbing himself up so tightly that you couldn't possibly get close to him.

And still you expect him to be here, waiting for you. Just like you always expected your father to be there ... even after he abandoned--

No! Enough of that! The whole point of my trip was to lay the past to rest. I've made a peace ... however tenuous ... with my father.*

Now it's time to make peace with my husband.

God, look at this kitchen.

Guess he was home ... long enough to trash the place.

*SPEC.#219. --Danny

I should clean it up. After all, I've been cleaning up the wreckage of Peter's life for months now.

But I can't.

I'm just too tired.

All this stress... it's starting to take its toll.

No energy left. Can hardly look at food. I'm so edgy I'd snap at Mother Teresa.

Oughta call the hospital. See how May is.

But I'm just

so

tired...

Only one thing to do.

Only one place to go:

HOME.

AYEE!

The masks are off. The walls are down. I'm scared. I'm alone...

...and I need my WIFE beside me. My partner. My BEST FRIEND.

How long can I keep running from the person I love most in the--

GET OUT OF MY HEAD, BLAST YOU!

GET OUT OF MY--

--HEAD!!

EASY DOES IT, BIG FELLA!

YOU OKAY?

YEAH... YEAH, I THINK SO.

BUT... WHO ARE YOU?

LI'L OL' ME? WHY, I'M THE BIG BAD MAMA--

--WHO'S GONNA BELT YOU FROM HERE TO BOMBAY!!

KA-THOOM

AND YOU CAN **BET** I'M GONNA HAVE A GREAT TIME **DOING** IT!

KRASSH!

Y'KNOW, WHEN I WAS A LITTLE GIRL, I ALWAYS WANTED TO GO OUT AND MIX IT UP LIKE THE *BOYS* DID--

--CLIMB TREES, PLAY PIRATES, ROLL AROUND IN THE MUD, WRESTLE AND BOX AND KICK!

BUT MY FATHER ALWAYS TOLD ME IT WASN'T *LADYLIKE*-- A SWEET, SENSITIVE CHILD LIKE ME HAD TO STAY *INSIDE*--

--PLAY WITH HER DOLLIES... READ BOOKS... COOK AND SEW!

NOW, DON'T GET ME WRONG... I'M NOT *AGAINST* THOSE THINGS--

--IN FACT, I CAN COOK *JULIA CHILD* UNDER THE TABLE... AND SEW RINGS AROUND *BETSY ROSS!*

BUT I'VE WAITED MY *WHOLE LIFE* TO GET DOWN AND DIRTY, OUT IN THE OPEN AIR!

SO... WHADDAYA SAY, MISTER SUPER HERO?

WANNA PLAY?

PLAY?

YOU... YOU THINK THIS IS SOME KIND OF *GAME?!*

WELL-- *ISN'T IT?!*

I'VE WATCHED YOU HYPO-THYROID JERKS GO AT IT FOR *YEARS!*

RAK!

YOU DROP BUILDINGS ON EACH OTHER... TEAR UP ENTIRE *CITY BLOCKS*--

--AND NO ONE EVER GETS HURT! YOU DUST YOURSELVES OFF... GO HOME--

--AND COME BACK TO PLAY ANOTHER DAY!

LADY... I DON'T KNOW WHO YOU ARE--OR WHY YOU PICKED ME TO MESS AROUND WITH--

--BUT YOU'VE JUST MADE THE BIGGEST MISTAKE OF YOUR LIFE!

WHAT I DO IS NO GAME!

THOOM!

WHAT I DO TAKES A MAN AND TURNS HIM INSIDE OUT--

--BREAKS HIS SPIRIT... SHATTERS HIS WORLD--

--POISONS EVERYONE HE CARES ABOUT!

I THOUGHT YOU WERE THE GUY WITH THE INCREDIBLE SENSE OF HUMOR! SO HOW COME ALL I'M HEARING IS WHINE, WHINE, WHINE?

WHAT ARE YOU, ANYWAY-- SPIDER-MAN OR SPIDER-INFANT?

I've wasted so much precious time... feeling SORRY for myself... HIDING from the world-- when I should have been REACHING out... EMBRACING it!

KKOW!

CHOOM!

TELL YOU WHAT--AFTER I'M FINISHED BEATING THE STUFFING OUT OF YOU, I'LL DROP YOU OFF AT THE YMCA--

--MAYBE THEY'RE RUNNING A TWELVE-STEP PROGRAM FOR SELF-PITYING SUPER-HEROES!

She's RIGHT!

But now... when I want life-- all the love and struggle... all the pleasure and pain-- more than EVER...

...it's slipping right through...

POOM!

my

hands

...

GLAD I GOT BACK IN TIME TO HELP YOU OUT WITH THIS, OTTO--BUT I'VE GOTTA TELL YA--

--THIS WAS SO EASY I COULD'VE DONE IT IN MY SLEEP!

WITH ALL DUE RESPECT, MY DEAR--

--IT WAS TOO EASY.

THE SPIDER-MAN I KNOW WOULD HAVE GIVEN YOU A FIGHT YOU'D REMEMBER--TILL YOUR DYING DAY.

I'D WONDERED IF THIS ILLNESS WAS A POSE... A RUSE... TO DRAW SOME OLD ENEMY --PERHAPS EVEN MYSELF--OUT INTO THE OPEN.

THANKS TO OUR LITTLE... EXPERIMENT, I SEE THAT IT'S NOT.

THERE IS SOMETHING HORRIBLY WRONG--BOTH PHYSICALLY AND PSYCHOLOGICALLY--WITH THE MAN BENEATH THE SPIDER'S MASK--

--AND I INTEND TO FIND OUT WHAT IT IS.

"WEB OF DEATH"

CONTINUES IN SPECTACULAR SPIDER-MAN #220! (FEATURING THE MOST INCREDIBLE SURPRISE OF ALL!)

THEN BE BACK HERE NEXT MONTH FOR CHAPTER THREE:

"...BEFORE I WAKE!"

MARVEL COMICS

GIANT-SIZED FLIP BOOK

THE SPECTACULAR SPIDER-MAN™

WEB OF DEATH 1 OF 4

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TIGER, DO I HAVE NEWS FOR YOU!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN

WEB OF DEATH PART 2

A TIME TO LIVE!

THE PRISON PSYCHIATRISTS MAY BE *RIGHT* AFTER ALL.

EMPLOYED BY THE STATE (*PROBABLY BECAUSE THEY LACK THE NECESSARY SKILLS OR STOMACHS FOR PRIVATE PRACTICE*) THOSE POMPOUS *CRETINS* HAVE OFTEN RENDERED THE SOMEWHAT ANNOYING OPINION THAT I AM *CRAZY*.

HARDLY A SURPRISING *VERDICT* FOR THE MAN WHOM THE PUBLIC KNOWS AS *DOCTOR OCTOPUS!*

AND YET, CONSIDERING THE PRESENT CIRCUMSTANCES, I AM FORCED TO *CONCEDE* THEIR POINT.

BY ALL RIGHTS, THIS SHOULD BE THE *HAPPIEST* DAY OF MY LIFE!

MY GREATEST ENEMY IS *COMPLETELY* AT MY MERCY!

SPIDER-MAN IS DYING!

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AND YET INSTEAD OF *REVELING* IN HIS AGONY, I SPEND *HOURS* --THOUGH IT SEEMS MORE LIKE *DAYS*--IN THE FRANTIC PURSUIT OF AN *ANTIDOTE* TO THE *CHEMICAL VIRUS* THAT IS KILLING HIM!

BUT, AS MY DEAR *STUNNER* CAN READILY ATTEST, FINDING SUCH A *CURE* IS PROVING TO BE FAR MORE *ELUSIVE* THAN ORIGINALLY ANTICIPATED!

HURRY, OTTO! HE SEEMS TO BE GROWING *WEAKER* WITH EACH PASSING SECOND!

I DOUBT HE CAN *SURVIVE* MUCH LONGER!

I WISH I HAD KNOWN HIM IN HIS *PRIME*...

IT'S SO HARD TO IMAGINE THAT THIS *PALE* AND *FEVER-RAVAGED* YOUNG MAN USED TO BE ONE OF THE MOST *POWERFUL* SUPER-JOCKS OF ALL!

A SAVAGE **CONVULSION** CHOOSES THAT EXACT MOMENT TO **CLAW** THROUGH PETER PARKER'S BODY--

--AS HIS MIND IS SUDDENLY *PIERCED* WITH THE JAGGED SLIVER OF A **MEMORY**!

AN INCIDENT FROM A **PAST** WHICH SHOULD NOT BE **HIS** TO REMEMBER!

THE FORMULA--!

IT ISN'T REACTING AS PREDICTED!

BUT I WILL NOT ACCEPT FAILURE!

NOT HERE!

NOT NOW!

NOT--

--AGAIN!

WHOA, DOC--! SLOW DOWN! YOU'RE PUTTING WAY TOO MUCH PRESSURE ON YOURSELF!

YOU DON'T *OWE* THIS CLOWN ANYTHING! HE'S ONLY A MACHO *VIGILANTE* WHO USED TO GET HIS JOLLIES BY TRYING TO POUND THE *DAYLIGHTS* OUT OF YOU!

NO! OUR RELATIONSHIP GOES MUCH DEEPER!

SPIDER-MAN HAS ALWAYS BEEN MY PERFECT *FOIL*: *COURAGEOUS, DECENT, AND SELF-SACRIFICING!*

IN SO MANY WAYS, HE WAS THE MAN I *COULD* HAVE BEEN...

MIGHT HAVE BEEN...

IF ONLY...

PLEASE *DON'T* PUT YOURSELF DOWN, DOC!

I *LOVE* YOU JUST THE WAY YOU ARE!

AND I LOVE *YOU*, MY DEAR!

JUST AS THERE ARE *THOSE* WHO LOVE THE MAN BENEATH THE SPIDER'S MASK--

--AND WHO MUST BE WORRIED SICK ABOUT HIM!

RINGGG!

I WONDER WHO COULD BE CALLING--?

I ONLY STOPPED BY MAY'S HOUSE TO PICK UP A FEW NICE NIGHTGOWNS FOR HER!

MAYBE NO ONE ELSE CARES, BUT I KNOW THAT SHE'D CERTAINLY PREFER HER OWN CLOTHES TO A HOSPITAL GOWN!

RINGGG!

GOOD AFTERNOON, DEAR LADY. IS MAY PARKER HOME?

WHAT--?!

I AM A...BUSINESS ASSOCIATE...OF HER NEPHEW...AND AN OLD FRIEND OF HERS.

I'M SORRY TO GIVE YOU SUCH BAD NEWS! MAY RECENTLY SUFFERED A MASSIVE STROKE--

--AND SHE STILL HASN'T REGAINED CONSCIOUSNESS!

FORGIVE ME FOR NOT INTRODUCING MYSELF. I'M ANNA WATSON. I USED TO BE MAY'S NEIGHBOR, AND YOU --HELLO? ARE YOU THERE?!

FROM YOUR EXPRESSION, IT'S SAFE TO ASSUME THAT YOUR CALL TO REASSURE THE FAMILY DID NOT GO AS EXPECTED!

HARDLY.

A VERY DECENT WOMAN I ONCE KNEW IS APPARENTLY DYING.

I SUSPECT THAT THERE IS LITTLE I CAN DO FOR HER--

--ASIDE FROM RENEWING MY EFFORTS TO SAVE THE LIGHT OF HER LIFE!

HOWEVER, I WOULD LIKE TO PAY MY RESPECTS...!

OTTO IS SUCH A CLASS ACT!

HE ASKED ME TO ORDER A LARGE BOUQUET FROM THE LOCAL FLORIST FOR THAT POOR WOMAN!

THAT'S JUST THE KIND OF GALLANT GESTURE I LOVE ABOUT HIM!

SHE IS SO BEAUTIFUL.

A SHAME SHE KEEPS SUCH BAD COMPANY.

I AM KAINE..

THE JOURNEY WE ARE DESTINED TO TAKE WILL BE FRAUGHT WITH TRAGEDY.

MANY WILL SUFFER.

AND EVEN MORE WILL SURELY DIE.

--AND I CANNOT... WILL NOT... ALLOW THE LIKES OF OTTO OCTAVIUS TO INTERFERE WITH THE PATH I MUST BLAZE FOR SPIDER-MAN!

Please don't die!

We need you, May!

Maybe now... more than ever!

Peter has always looked upon you as his rock. His pillar of strength!

You can't imagine how many times you've inspired him to keep fighting in the face of overwhelming adversity.

You're the reason he used to be so wonderful, so responsible.

He's changed recently... and not for the better.

I need the old Peter back! The loving and supportive man I married.

I'm desperate, May. And you're the only one who can help me!

I recently learned something, May. Something which fills me with both joy and terror.

Something which will change our lives forever!

I have no idea how Peter will react to the news.

I don't even know how he feels about me... or our marriage anymore.

Help me, May!

Please help me!

I mustn't lose him.

Especially not now.

I can't lose him!

I WON'T LOSE HIM!

I SWEAR I WON'T!

OTTO! ARE YOU SURE THAT COMPOUND'S GONNA WORK?

NOT COMPLETELY!

BUT THERE'S NO TIME TO TEST IT!

SPIDER-MAN IS ABOUT TO GO INTO *CARDIAC ARREST!* HE'LL BE *DEAD* WITHIN THE MINUTE UNLESS I ACT!

SLAMMING INTO PARKER'S BLOODSTREAM WITH ALL THE SUBTLETY OF A NUCLEAR STRIKE, THE RESULTS ARE AS INSTANTANEOUS--

--AS THEY ARE DRAMATIC!

AAARGH!

HIS BODY SPASMS, ERUPTING IN A FIREBALL OF UNRELENTING PAIN--

--AS SEARING IMAGES KALEIDOSCOPE WITHIN HIS EQUALLY TORMENTED MIND.

IMAGES OF ANOTHER LABORATORY.

ANOTHER ESCAPE.

LOOK OUT!

HE BURST FREE OF HIS BONDS--AND HE'S LITERALLY RICOCHETING OFF THE WALLS!

THE PAIN IS DRIVING HIM NUTS!

HE'S REACTING ON INSTINCT ALONE!

STAY BACK, OTTO! HE'S MUCH TOO DANGEROUS IN THIS STATE!

HE'S A MASS OF NAKED AGGRESSION!

ONLY I HAVE THE NECESSARY PHYSICAL STRENGTH TO CORNER HIM, AND--

INTUITIVELY ANSWERING STUNNER'S ATTACK, RESPONDING TO THE WARNING BUZZ OF HIS AMAZING SPIDER-SENSE, PETER PARKER BLINDLY LASHES OUT, AND--

KWAK!

URRGH

STUNNER! MY DARLING--!

EVEN AS DOCTOR OCTOPUS RACES TO THE SIDE OF HIS FALLEN LOVER--

--PETER PARKER MAKES A MAD BOLT FOR FREEDOM!

BOUNDING FROM BUILDING TO BUILDING--

--PROPELLING HIMSELF AN INCREDIBLE THIRTY FEET OR MORE WITH EACH SPECTACULAR LEAP--

--HE IMPULSIVELY HURLS HIMSELF FORWARD!

HIS SOLE DESIRE IS TO ESCAPE THE PAIN--

--THE PAIN WHICH SEETHES WITHIN!

ON A NEARBY ROOFTOP, THE MAN WHO CALLS HIMSELF KAINE WATCHES THIS GRIM TABLEAU WITH DETACHED CYNICISM--

--EVEN AS HE DEBATES THE WISDOM OF REVEALING HIMSELF.

BUT THEN...

WITH A HALF-STRANGLED GROAN, PARKER SUDDENLY STIFFENS.

HAVING EXHAUSTED THE LAST OF HIS ADRENALINE, HIS TORTURED MIND FINALLY SHUTS DOWN--

--AND HE PLUMMETS HEADFIRST TOWARDS THE DEATH THAT WILL BE THE END TO ALL OF HIS SUFFERING.

I SHOULD ALLOW YOU TO *PERISH* FOR STRIKING STUNNER.

BUT THAT'S MUCH TOO *PETTY* FOR MAN OF MY VAST INTELLECT!

SHE WILL RECOVER--

--AS WILL *YOU!*

ONLY THEN CAN WE *REASSUME* OUR ENDLESS DANCE.

I *NEED* YOU, SPIDER-MAN. I NEED THE *CHALLENGE* AND *MEANING* ONLY *YOU* CAN PROVIDE!

BUT I MUST HAVE YOU THE WAY YOU *USED* TO BE.

THE COURAGEOUS AND SELFLESS *HERO*--NOT THE GRIM AND HUMORLESS *THUG*.

I REMEMBER *UNMASKING* A CONSIDERABLY YOUNGER *PETER PARKER* MANY YEARS AGO.

FOR REASONS WHICH I NOW FORGET, I *REFUSED* TO BELIEVE THAT YOU WERE TRULY *SPIDER-MAN!*

IT'S ALMOST FUNNY HOW EASILY *REALITY* CAN BE MANIPULATED TO ASSUME *ANY* APPEARANCE.

MANY WOULD VIEW MY RECENT ACTIONS ON YOUR BEHALF AS AN OBVIOUS ATTEMPT AT *RECONCILIATION*.

THEY'D BE *WRONG*.

DEAD WRONG.

UHHH

WHAT THE--?!

WHERE AM I? HOW'D I GET HERE?!

THE LAST I REMEMBER, I WAS TRADING BLOWS WITH SOME HYPERACTIVE *BARBIE DOLL* WHO CALLED HERSELF *STUNNER*, AND--HEYYY!

I RECOGNIZE THIS AREA!

IT'S ONLY A FEW *BLOCKS* FROM MY BROWNSTONE!

SOMEONE PRACTICALLY DROPPED ME OFF AT MY DOORSTEP.

I WONDER *WHO* WOULD-- *WAIT ONE MINUTE!*

MY FEVER--

IT'S *GONE!*

NO MORE *DIZZINESS!* NO MORE *NAUSEA!*

I SOMEHOW MANAGED TO *BEAT* THAT CHEMICAL VIRUS!

I...I'M GONNA *LIVE! I'M CURED!*

YES!

YAHOO!

♪ HE FLOATS THROUGH THE AIR WITH THE GREATEST OF EASE-- ♪

♪ THAT DARING YOUNG MAN IN HIS WEBBED UP JAM-EES! ♪

I'M BACK!

I'M REAL-LEE BACK!

NO MORE DOUBTS! NO MORE REGRETS!

THE DARK AND MOODY SPIDER IS FINALLY GONE

--AND ONLY THE FRIENDLY NEIGHBORHOOD WEB-SLINGER REMAINS!

AND EVEN AS THE EVER-AMAZING ONE FROLICS IN HIS NEWFOUND HEALTH--

--A SOMEWHAT MORE SEDATE AND PENSIVE MARY JANE LIKEWISE HEADS FOR HOME!

HOW WILL PETER REACT TO MY ANNOUNCEMENT?

WILL HE BE HAPPY? SAD?! THRILLED OR PANICKED?!

WHY AM I EVEN WORRYING? WHO KNOWS WHEN I'LL EVER GET THE CHANCE TO TELL HIM?!

YOU ARE ALSO QUITE BEAUTIFUL, MRS. PARKER.

UNFORTUNATELY, I ALSO HAVE AN ISSUE WITH THE COMPANY YOU KEEP

KNOWING THE MIRACULOUS SECRET WHICH YOU SHALL SOON REVEAL--!

I TRULY WISH I COULD GUARANTEE YOUR SURVIVAL.

ALAS...

I CANNOT!

SEEING YOU IN THIS FASHION...SO FRAGILE, SO VULNERABLE...!

Home sweet home!

It's GREAT to be alive, but I still wish I could RECALL what happened!

My mind keeps FLASHING to these weird images--

--I see someone (who IS he?!) floating within a big VAT...

Me, I'm strapped to an OPERATING TABLE, and the attending physician is none other than DOCTOR OCTOPUS!

DOCTOR OCTOPUS?!

HA! Like he WOULDN'T take total advantage OF my helplessness!

But...

NAH! It must have been an HALLUCINATION caused by the virus!

whew! I desperately need a HOT SHOWER and some CLEAN CLOTHES.

I've been LIVING in this costume so long ... it's almost like I'm SHEDDING a second skin.

Much better!

I'd almost forgotten how good it feels to be plain ol' PETER PARKER.

I just hope I can find a way to SALVAGE the remnants of my personal life.

Should I start by visiting AUNT MAY at the hospital--

--or do I try to track down my errant WIFE?

Poor MARY JANE! Do I even have the nerve to beg her FORGIVE-NESS after the way I've acted?!

WAIT! Someone's at the door--!

Ohmigosh! I never expected to find Peter here!

What should I say to him? How can I even begin to repair the rift between us?!

That LOOK in her eyes--!

Is she just SURPRISED to see me--

--or have I hurt her so DEEPLY that she can't even bear the sight of me?!

He... he's turning away!

He hates me! It's my own fault for deserting him when he most needed me!

Maybe I should go. There's no need to prolong his agony.

No reason he should suffer for my mistakes.

And yet...

Do we have any hope of getting past all the hurts and disappointments?

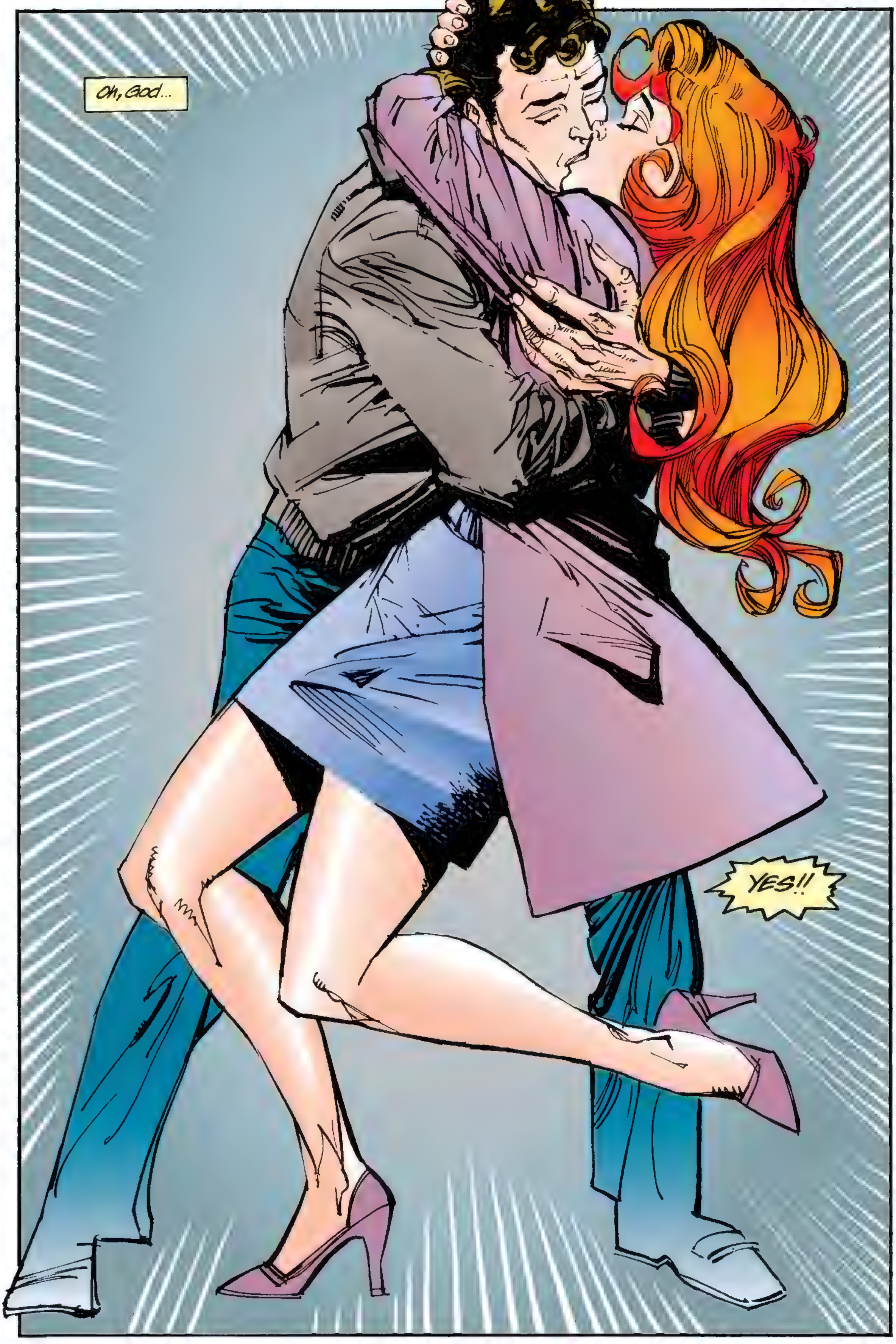
Isn't there ANY WAY we can excuse the words spoken in hasty ANGER... without THOUGHT or MERCY?!

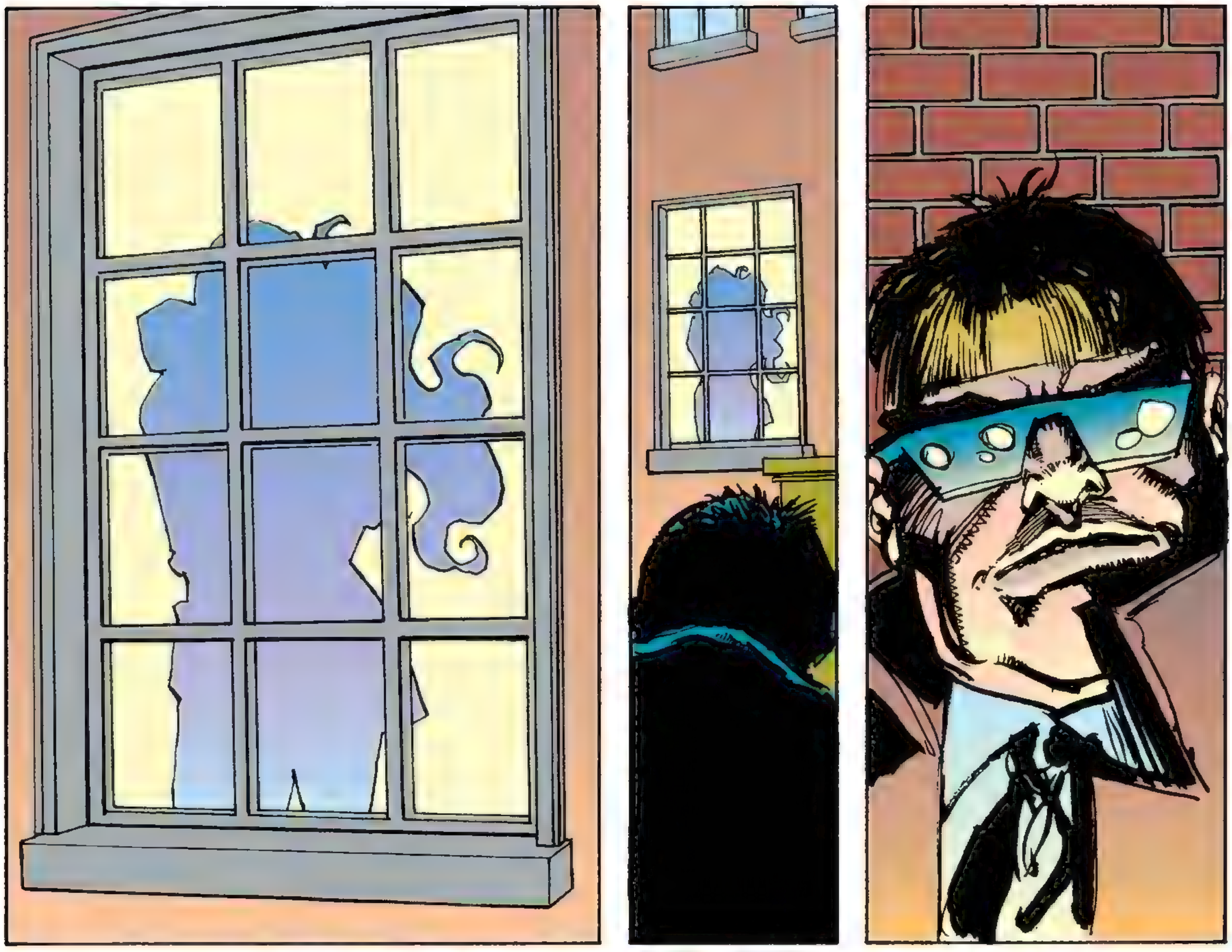
Isn't there any possibility of forgiveness--

--or any CHANCE OF rebuilding our love?!

Yes!

YES!


Oh, God...
YES!!



The Food may not rank HIGHLY as a gourmet feast...

The same can easily be said for our libation of choice...

But the LIGHTS are soft and low...

...and the music is SINATRA at his moody best!

The JOURNEY has been hard and costly.

We have each stared into our own ABYSS.

But the WORST is Finally over!

Tonight we'll DANCE into the wee hours, LUXURIATING in wonder of our love!

Tonight we'll renew our VOWS, strengthening the TIES which bind us so closely!

And maybe...

Just MAYBE...

We'll Finally Find a way to live happily ever after!

NO!

IT ISN'T POSSIBLE! IT ISN'T FAIR!

OTTO--!

WHAT'S WRONG, MY DARLING? WHY ARE YOU SO UPSET?!

I JUST FINISHED TESTING MY ANTIDOTE!

THE FINAL RESULTS CANNOT BE DENIED!

I...

...FAILED!

MY SERUM WILL ONLY MASK THE SYMPTOMS FOR A FEW HOURS...

I DOUBT IT WILL CARRY ALL THE WAY UNTIL MORNING!

I don't get it! My head's POUNDING like a hyperactive drummer!

Why would I WAKE to such a hangover unless... THE VIRUS!

It's BACK.. and SO is my memory!

DOCTOR OCTOPUS did this to ME!

He somehow managed to give me a new LEASE on life... even if it was only temporary!

I'll never know if he really TRIED to cure me... or if I hallucinated the whole thing.

The FACT remains that I'm DYING!

I'm still DYING!

I've got to tell Mary Jane ...but HOW?

HOW?!

HOW do I break the news to him?

HOW do I make my announcement?

HOW?!

MARY JANE...

THERE'S SOMETHING YOU SHOULD KNOW!

SOMETHING REAL IMPORTANT!

FUNNY YOU SHOULD SAY THAT, TIGER...

...I'VE SPENT THE LAST FEW MINUTES ...SCREWING UP MY COURAGE... SO THAT I COULD SHARE SOME PRESSING NEWS WITH YOU AS WELL!

WHO SHOULD SPEAK FIRST?

THE FLOOR IS ALL YOURS, PRETTY LADY!

OKAY, HERE GOES...

CONGRATULATIONS, TIGER! YOU HIT ANOTHER JACKPOT!

YOU'RE ABOUT TO BECOME A FATHER!

WE'RE HAVING A BABY!

"WEB OF DEATH" CONTINUES IN AMAZING SPIDER-MAN #398! (FEATURING A STARTLING SHOCK ENDING!)

THEN IT CONCLUDES HERE NEXT MONTH AS WE BID A FINAL FAREWELL TO A CHARACTER YOU HAVE KNOWN FOR OVER THIRTY YEARS! TRUST US, YOU WON'T WANT "A TIME TO MISS... TO DIE!"

MARVEL COMICS

THE AMAZING SPIDER-MAN

WEB OF DEATH 3 OF 4

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EVEN IF SPIDEY WINS.. HE'S A DEAD MAN!

BAGS & MAHLSTEDT

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

...WHEN YOUR WISH COMES TRUE.

WE'RE GOING TO HAVE A WHAT?!!

WEB OF DEATH
PART THREE:
BEFORE I WAKE

J.M. DEMATTEIS WRITER • MARK BAGLEY PENCILER • LARRY MAHLSTEDT INKER • BILL OAKLEY LETTERER • BOB SHAREN COLORIST • DANNY FINGEROTH EDITOR • TOM DEFALCO EDITOR IN CHIEF

A BABY.

A BABY--?!

YA-

After all these months of pain... this is the best news I could have ever ASKED for.

HOOOO!!

A baby!

New life! New HOPE!

A BABY!

...she can't die... she WON'T die! She's got to live to see our child! She--

Finally! A whole new beginning For the Parkers! Even AUNT MAY...

SHE'S got to live?

What about ME?

For a little while there, it seemed as if I'd shaken off the effects of that VIRUS the Vulture infected me with...*

*IN AMAZING #396:--Danny

...but I'm feeling it all coming back again: the fever. The chills. The tightness in my throat, the aching in my muscles.

I'M the one who's dying. Now...

...when I want SO MUCH to live!

What am I going to do? What am I going to tell MARY JANE?

PETER--?

WHAT IS IT, HON? WHAT'S WRONG?

I KNOW THINGS HAVE BEEN HARD LATELY... AND WE'RE CERTAINLY NOT IN THE BEST SHAPE FINANCIALLY, BUT--

THAT DOESN'T MATTER, SWEETHEART.

WE'RE GOING TO HAVE A BABY.

YOU AND I... WE CREATED A LIFE. WE MADE A MIRACLE!

AND NOTHING'S GOING TO TAKE THAT JOY AWAY FROM US, DO YOU HEAR ME?

NOTHING!

PETER...? YOU FEEL WARM, HONEY.

ARE YOU RUNNING A FEVER?

Nah... I'M FINE. NEVER BEEN BETTER.

THINK I'LL JUMP IN THE SHOWER AND THEN WE CAN HEAD OVER TO THE HOSPITAL AND SEE AUNT MAY.

THEY SAY PEOPLE CAN ACTUALLY *HEAR* YOU WHEN THEY'RE IN A COMA... AND WE'VE JUST *GOT* TO TELL HER THE GOOD NEWS.

I LOVE YOU, MARY JANE. WITH ALL MY HEART.

WITH EVERY CELL IN MY BODY.

AND I'LL LOVE YOU TILL THE DAY I DIE.

He's so happy. After all he's been through, he's finally free!

And I'm happy, too. I really am.

But I can't help wondering... worrying...

...about our child.

When that irradiated spider bit Peter and gave him his incredible powers...

...it somehow mutated his metabolism.

It doesn't seem to have harmed my husband in any way...

...but what about my baby?

What about my baby?

YOU CAN HEAR ME, AUNT MAY.

I BELIEVE THAT WITH ALL MY HEART.

SO YOU LISTEN TO ME. YOU LISTEN TO EVERY WORD.

Forest Hills Hospital.

YOU'VE GOT TO COME BACK TO US. YOU'VE GOT TO BE WITH YOUR FAMILY.

OUR BABY,,, OUR BABY HAS TO KNOW YOU--

I WON'T TAKE NO FOR AN ANSWER, MAY PARKER. I REFUSE TO LET YOU SLIP AWAY FROM US.

SO WHEREVER YOU ARE... YOU JUST FOLLOW MY VOICE... AND COME HOME. PLEASE, AUNT MAY... I'M BEGGING YOU--

--COME HOME.

Peter...?

It's good to hear your voice. Sweet... comforting.

But you're so distant... so far away from...

...HERE?

WHERE AM I?

Not a place, really. Just warmth and light and memory.

Time and feeling, faces and events, drifting lazily around me.

I LIKE it here, Peter. No weight on my shoulders. No struggle. No pain. I've had ENOUGH pain in my life... don't you think?

Oh, I could drift here forever... cocooned in these warm yesterdays.

But your VOICE--!

It's got such a HOLD on me. TETHERS me to the world.

Keeps me from drifting too far.

I don't know what to do, Peter: come back to you or pass on.

Slip down, into the world --or sail OFF...

...INTO FOREVER.

TO US.

KLINK

TO US.

Manhattan.

WHEN'S THE LAST TIME WE DID THIS? GOT ALL DRESSED UP AND CAME TO DECARLO'S FOR A ROMANTIC DINNER?

TOO LONG, LOVER. MUCH TOO--

uhhhhh...

KRAAK

PETER...?!

I... I'M ALL RIGHT. JUST GOT... A LITTLE DIZZY THERE FOR A SECOND...

Yeah. Right. Lie to your wife without missing a beat.

SIR...? ARE YOU ALL RIGHT, SIR?

Truth is, I feel like every atom in my body's on fire. It's all I can do not to SCREAM from the pain.

GET THIS MAN SOME WATER... QUICK! AND GET SOMEONE TO CLEAN UP THIS BROKEN GLASS--

RIGHT AWAY--

WEIRD.

Getting a buzz from my spider-sense... very slight. But the way I'm feeling right now, it might just be a reaction to the VIRUS or...

MA'AM... I THINK YOU'D BETTER GET YOUR HUSBAND HOME. HE'S NOT LOOKING VERY WELL.

I THINK I WILL. THANK YOU FOR YOUR CONCERN.

YOU KNOW, WE'VE BEEN COMING TO DECARLO'S FOR YEARS. WE KNOW THE WHOLE STAFF... BUT I DON'T THINK I'VE EVER SEEN YOU BEFORE.

GOOD NIGHT TO YOU, MRS. PARKER. AND GOD BLESS YOU BOTH.

MRS. PARKER...? HOW DOES HE--?

SPIDER-SENSE going again...

WHEN DID YOU START WORKING HERE?

OH, NO, MA'AM... YOU'RE MISTAKEN. I DON'T WORK HERE.

BUT...?

NOW GET YOUR HUSBAND RIGHT HOME.

...more INTENSE this time.

And THERE'S the reason why!

OCTOPUS!

I wasn't sure if I'd REALLY encountered him earlier... if he'd really UNMASKED me... or if it was just a fever-dream.*

BUT THAT'S NO DREAM.

*SPECTACULAR SPIDER-MAN #220 -- Danny.

MJ-- DARLIN'-- I'VE GOT TO GO--

WHAT? WHERE?

THERE'S SOMETHING I HAVE TO TAKE CARE OF. I WON'T BE LONG.

I SWEAR.

PETER... YOU'VE JUST COME BACK TO ME--

--YOU CAN'T RUN AWAY AGAIN--!

I HAVE TO.

I'VE BEEN THROUGH THIS BEFORE.

VENOM... PUMA... THE GREEN GOBLIN--

--INVADING MY PERSONAL LIFE... THREATENING THE PEOPLE I LOVE!

I'M NOT GOING TO GO THROUGH IT AGAIN.

NOW-- MORE THAN EVER-- I WANT MY FAMILY--

--I WANT MY LIFE--

--AND I WON'T SEE IT DESTROYED BY THE LIKES OF YOU!!

YOU STILL DON'T GET IT, DO YOU? YOU STILL DON'T TRUST ME!

WHY?

TRUST-- YOU?!

BECAUSE, YOU IDIOT--

FRAKK!

--I'M YOUR ONLY HOPE OF SURVIVAL!

I KNEW THE SERUM I GAVE YOU WOULD ONLY PROVIDE TEMPORARY RESULTS, AT BEST--

--BUT I'VE CONTINUED WORKING-- AND I THINK I'VE--

WHAT KIND OF LINE ARE YOU TRYING TO FEED ME, OCK? YOU'VE BEEN WAITING YEARS TO SPIT ON MY GRAVE! NOW YOU'RE TELLING ME THAT YOU--

I DON'T HAVE TIME FOR LENGTHY EXPLANATIONS, SPIDER-MAN--

--AND NEITHER DO YOU!

KRAAM!

YOU'VE ONLY GOT DAYS--

--PERHAPS HOURS--

--LEFT TO LIVE!

NOW LISTEN TO ME!

BECAUSE YOU'VE PROVIDED A CERTAIN... CONTINUITY IN MY LIFE. A CERTAIN CHALLENGE. A CERTAIN--

--INSPIRATION.

I NEED YOU, PARKER.

NOT THE GRIM AND RELENTLESS SPIDER, BUT THE MAN WHO'S DANCED WITH ME ON THE EDGE OF A PRECIPICE...DOWN THROUGH THE LONG AND EVENTFUL YEARS.

I'M NOT HERE TO HURT YOU... I'M HERE TO SAVE YOU!

DON'T YOU UNDER-STAND?

I'VE FOUND THE CURE!!

NOW, COME-- LET'S GET TO WORK--

--SO WE CAN BEGIN THE DANCE ANEW.

your lab... I--I REMEMBER... I WAS in your lab, wasn't I? and you were trying to--

BUT I DON'T UNDERSTAND. WHY WOULD YOU WANT TO HELP ME?

Central Park.

I'M NOT THE KIND OF WOMAN WHO SMOTHERS A MAN... WON'T GIVE HIM SPACE. OTTO CAN HAVE ALL THE SPACE HE WANTS...

...AS LONG AS IT'S ME HE SNUGGLES UP WITH AT THE END OF THE DAY.

BESIDES, WHY WOULD I WANT TO BE COOPED UP IN THAT STUFFY LAB WHEN I CAN BE OUT HERE...

...BREATHING IN COLD, FRESH AIR... FEELING THE SNOW ON MY SKIN... TESTING MY BOUNDARIES...

...PUSHING MY LIMITS?

RAK

OTTO NEEDS TIME ALONE TO WORK OUT THIS SPIDER-MAN THING. HE CAN HAVE IT.

IS THIS *FUN* OR WHAT?

STUNNER--YOU ARE SOMETHING ELSE, GIRL!

AND I'M GONNA LIVE THIS LIFE TO THE--

STAY AWAY FROM OCTOPUS.

--FULLEST...?!

WHAT WAS THAT?

WHO SAID THAT?

YOU'RE YOUR OWN DREAM-COME-TRUE!

WHO'S THERE?!

...KAINE.

MAYBE NOBODY.

MAYBE THE WIND.

MAYBE...

AFTER ALL THOSE YEARS TRAPPED AND SUFFOCATED, HEAVY AND FRIGHTENED AND SAD...

...I'M FREE! I'M ALIVE!

YOU'VE BEEN WARNED, WOMAN. NOW...

...THE CHOICE IS YOURS.

Somewhere beneath Manhattan.

THE VIRAL CELL STRUCTURE IS BREAKING DOWN. THE BLOOD SAMPLE HAS BEEN PURIFIED.

RUN THE TEST AGAIN.

WE'VE RUN IT A DOZEN TIMES.

BUT THE TEST IS JUST *THAT.* THE ONLY WAY WE'LL KNOW FOR CERTAIN IF THE ANTIDOTE IS SUCCESSFUL--

--IS IF YOU *INGEST* IT.

BUT YOU DON'T WANT TO DO THAT-- *DO* YOU?--

--BECAUSE YOU STILL DON'T *TRUST* ME.

I CAN'T SAY THAT I *BLAME* YOU. AFTER ALL, IF *I* WERE IN YOUR SHOES, I'D REACT IN *EXACTLY* THE SAME MANNER.

BUT THEN, YOU'RE A BETTER *MAN* THAN I AM, PETER PARKER... OR AT LEAST YOU WERE *ONCE.*

HAVE YOU FALLEN *THAT* FAR? DON'T YOU HAVE MORE FAITH IN YOUR FELLOW MAN THAN *OTTO OCTAVIUS* DOES?

AH, WELL--

--I SUPPOSE I HAVE NO CHOICE BUT TO *DESTROY* THIS--AND LEAVE YOU TO YOUR OWN DEVICES.

NO!

A SUDDEN BURST OF FAITH--

--OR PERHAPS JUST... DESPERATION?

I SUPPOSE IT DOESN'T MATTER-- SINCE ONE GROWS OUT OF THE OTHER.

HERE, MY DEAR ENEMY--

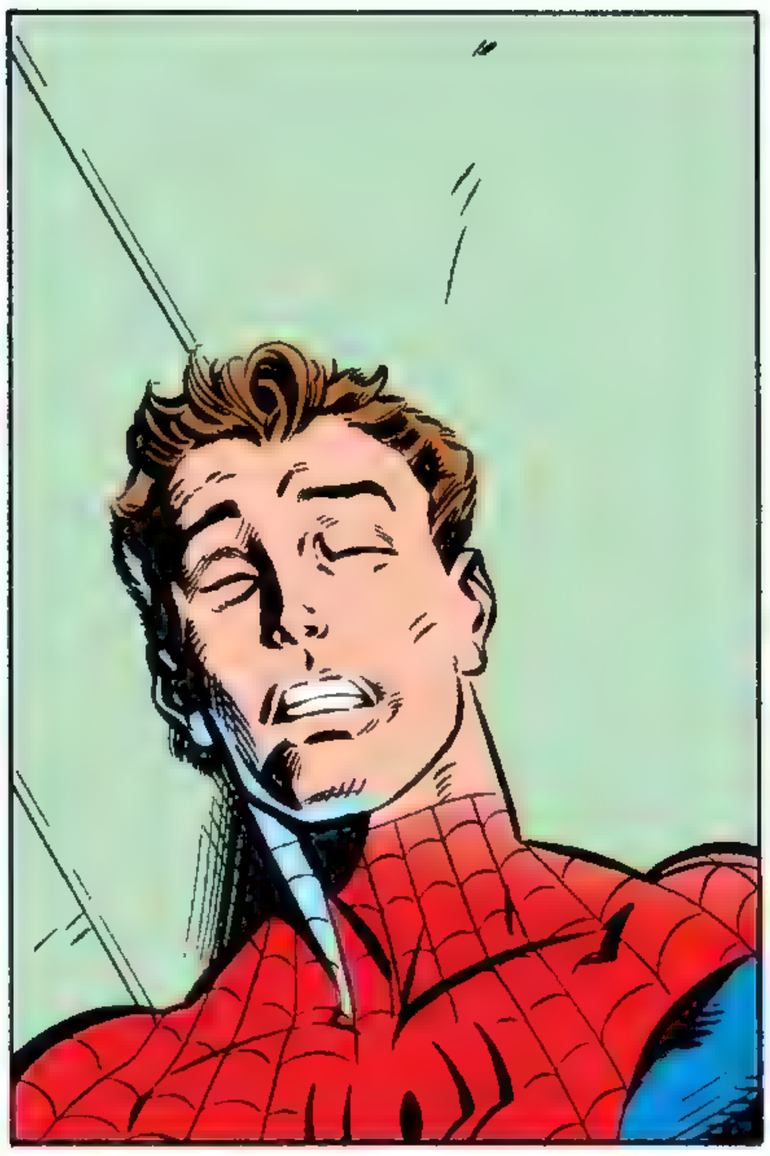
--DRINK LONG. DRINK WELL.

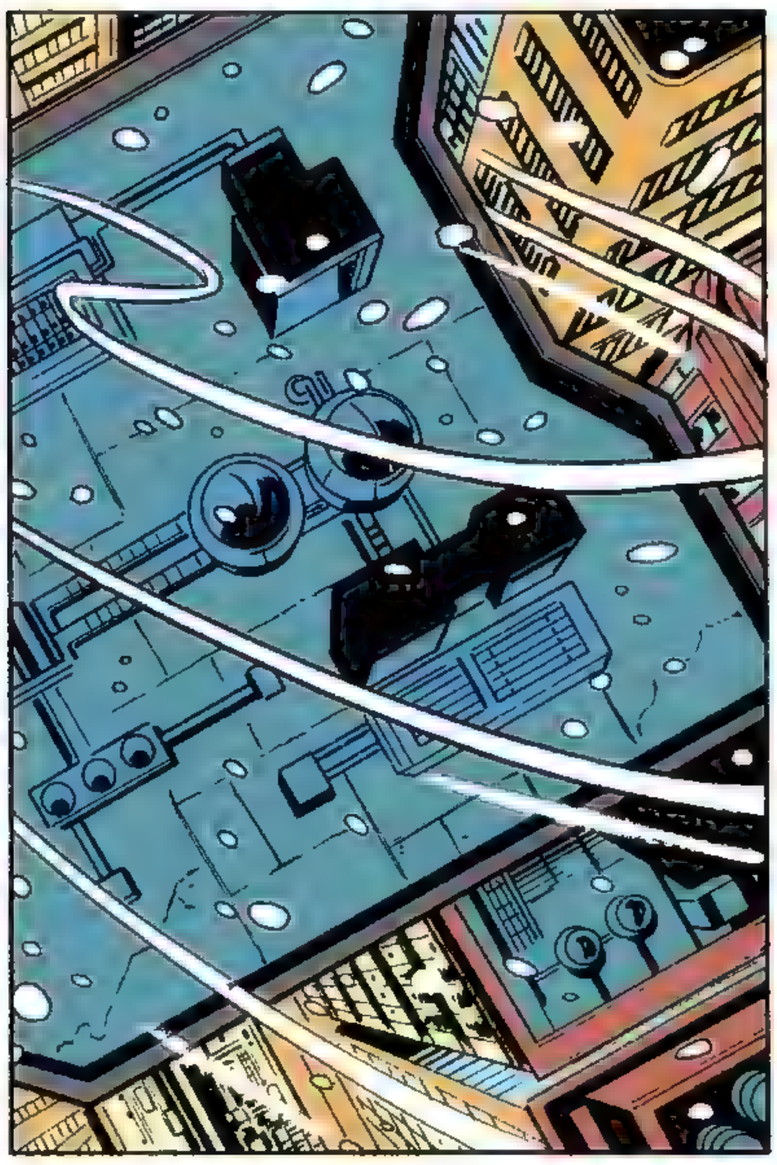
I KNOW YOU DON'T BELIEVE THIS--

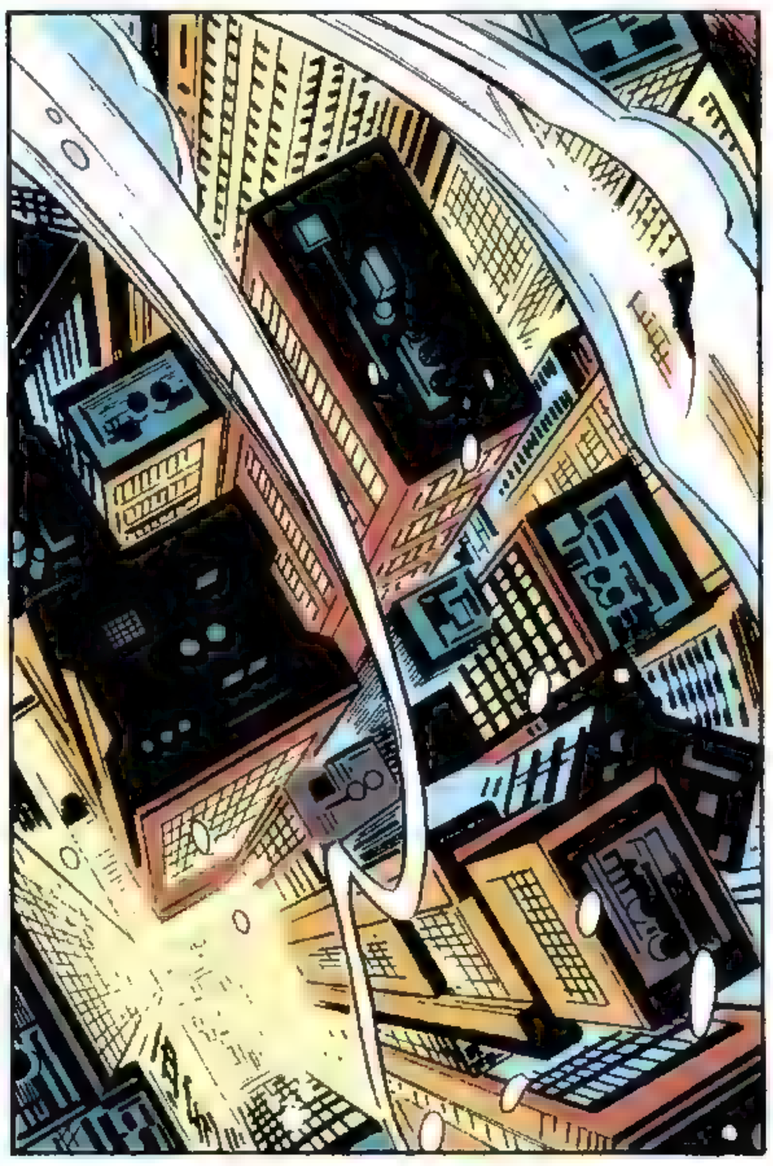
--BUT I WISH YOU NOTHING BUT THE BEST.

HEY... Y'KNOW SOMETHING? I THINK I'M STARTING TO FEEL BETTER ALREAD--

EEEEEEE!







WHERE AM I?!

I feel like I've been sucked up... out of my body... into...

Into WHAT?

That's the city down there... but up here... the wind... screaming with a human voice... light and color, pulsing and swirling all around me...

...and over there--

PEOPLE...?

No. They're SOULS. I know it. (I don't know HOW I know it, but I DO!)

Souls of the DEAD.

But... IF THEY'RE dead... then I must be--

NO!

This can't be real! (Can it?) This isn't happening! (Is it?)

All these years... I've Faced death dozens of times... and I've always cheated it! I've always ESCAPED!

THIS CAN'T BE HAPPENING!!

OH, PLEASE, PARKER--SPARE US THE HISTRIONICS.

NICK KATZENBERG?!

THE LATE, GREAT NICK KATZENBERG.

GET THAT SHOCKED LOOK OFF YOUR FACE, PARKER. BEING DEAD'S NO BIG DEAL. Y' HANG AROUND THE LOWER ASTRAL PLANE FOR A WHILE... ADJUSTING TO YOUR NEW, NON-CORPOREAL STATUS--THEN UP Y'GO--

--WELL, Y' HOPE YOU'RE GOIN' UP--

--INTO THE LIGHT.

NO! I CAN'T DIE NOW! I'VE GOT TOO MUCH TO LIVE FOR!

Y'THINK THE REST OF US DIDN'T?

LOOK, KID, WE COME, WE GO... IT'S THE NATURE OF THE GAME.

EVERYONE'S GOTTA DIE SOMETIME.

WHAT MAKES YOU THINK YOU'RE ANY BETTER'N THE REST OF US?

I'M NOT DEAD!

I'M NOT!

Somebody... please... HELP me!

Help me make sense of this before I go insane!

PETER...?

THIS WAY, PETER.

That VOICE--!

AUNT MAY...?

No. It couldn't have been her. She's still in the COMA. Still beyond my reach.

You've guided me through the best of times... carried me through the worst.

I CAN SAY THE SAME OF YOU.

AND THAT'S WHY--

--I CAN'T TURN AWAY FROM YOU NOW!

AUNT MAY! IT WAS YOU!

YOU SHOULDN'T BE HERE, PETER.

BUT I DON'T KNOW WHERE ELSE TO TURN.

YOU HAVE A DESTINY. A JOURNEY TO MAKE.

A JOURNEY I CAN'T TAKE WITH YOU... MUCH AS I'D LIKE TO.

WHERE, AUNT MAY? WHERE AM I SUPPOSED TO GO?

Oh, but iF only you WERE here, Aunt May.

REMEMBER WHEN YOU WERE LITTLE, PETER... SO UPSET, SO WOUNDED AFTER HAVING LOST YOUR PARENTS?

REMEMBER HOW YOU LOVED HEARING THE TALE OF THAT OTHER LOST BOY NAMED PETER... AND HIS ADVENTURES IN NEVERLAND?

I... I DO. BUT-- I DON'T UNDERSTAND WHAT--

"SECOND TO THE RIGHT--

"--AND STRAIGHT ON TILL MORNING."

Her words fill my HEART... I can't say WHY.

Fill it with an illogical hope... a gentle innocence...

...a FAITH in liFe...

...and all that lies BEYOND it.

So I wave farewell and I let the soul winds carry me up.

And I let Aunt May's words lead me on --to my Final DESTINATION.

"Second to the right-- and straight on...

"...till morning."

WEB OF DEATH CONCLUDES IN SPECTACULAR SPIDER-MAN #221!

MARVEL COMICS

THE SPECTACULAR SPIDER-MAN™

WEB OF DEATH 4 OF 4

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221
FEB

APPROVED BY THE COMICS CODE AUTHORITY

AND ONE SHALL DIE!

S.B. + B.S.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN

WEB of DEATH PART FOUR
A TIME TO DIE!

It's over!

My life is finally over.

It's so ironic! After all the times I've recklessly faced death, risking my fool neck in countless ways...do I finally fall victim to a deadly enemy?

Do I die heroically at the climax of some high-stakes super-battle?!

Nope. Not me. I'm taken out by a virus!

A simple, microscopic-- hey! Something... someone...has suddenly taken hold of me!

But...who... who is it?

RELAX, PETEY! I GOT YOU--! YOU'RE SAFE NOW!

TOM DeFALCO WRITER
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B. SIENKIEWICZ, FINISHES
CLEM ROBINS, letterer
JOHN KALISZ, colorist
MARK POWERS, editor
DANNY FINGEROTH group editor
BOB BUDIANSKY chief

EASY DOES IT! I WON'T LET YOU DOWN! I'LL NEVER FAIL YOU!

YOU CAN ALWAYS COUNT ON YOUR OLD UNCLE BEN!

U-UNCLE BEN--?

IS IT REALLY YOU?

SURE IS, PETEY!

JUST LOOK AT YOU, BOY! YOU'VE GROWN INTO SUCH A STRONG AND HEALTHY YOUNG MAN!

I'D HAVE MY HANDS FULL TRYING TO OUT-WRESTLE YOU NOW!

I'M NOT SO SURE ABOUT THAT!

PETER--!

I CAN'T TELL YOU HOW MUCH WE'VE MISSED YOU!

DON'T DAWDLE, BOY! THERE ARE SOME OTHERS WHO'VE BEEN ANXIOUSLY AWAITING YOUR ARRIVAL!

HELLO, SON! IT'S SO GOOD TO SEE YOU AGAIN!

TH-THOSE...ARE MY PARENTS!

MY REAL PARENTS!

YEP!

WE ALL WISH WE COULD HAVE FOUND A WAY TO WARN YOU ABOUT THOSE FAKES ...BUT THAT'S THE PAST!

THERE AIN'T NO SIMULCRA, NO DOPPELGANGERS OR IMPOSTERS HERE!

I'LL BET THERE AREN'T ANY CLONES, EITHER!

WELL..uh...THAT'S SOMETHING YOU DON'T HAVE TO WORRY ABOUT, ANYMORE!

WE'RE ALL SO PROUD OF YOU, PETER! YOU'VE LED SUCH A RESPONSIBLE, EXEMPLARY LIFE! YOU'VE EARNED YOUR REST!

LISTEN TO YOUR MOTHER, SON!

ALL OF YOUR PAIN...YOUR FEARS...YOUR INSECURITIES... AND FAILINGS... ARE FINISHED!

NO ONE...AND NOTHING...CAN EVER HURT YOU AGAIN!

I DON'T KNOW WHAT TO SAY OR HOW TO--

AAARGGK

WHAT IS IT, PETER?

WHAT'S HAPPENING TO YOU?

AGAIN!

I MUST JOLT HIM AGAIN!

MY ANTIDOTE WAS A SUCCESS!

THE VIRUS IS IN FULL REMISSION! THE HEALING PROCESS HAS BEGUN!

BUT TOO MUCH TIME HAS ALREADY PASSED! PARKER IS IN HEART FAILURE!

HELP ME, PARKER! IT'S ALL UP TO YOU! YOU'RE THE ONLY ONE CAN MAKE A DIFFERENCE!

YOU NEVER KNEW WHEN TO QUIT IN THE PAST! NO MATTER WHAT THE ODDS! NO MATTER WHAT THE COST!

DON'T QUIT ON ME NOW!

I CANNOT... I MUST NOT... LOSE YOU!

STAY WITH US, PETER! WE DON'T WANT TO LOSE YOU!

NOT NOW!

NOT AGAIN!

I've done my bit! I've earned my rest!

I should have the right to choose my own fate!

There's got to be some way to slow my fall! To stop my descent!

GOTCHA!

HANG ON, BUDDY!

I WON'T FAIL YOU! I WON'T ALLOW YOU TO PLUMMET ANY FARTHER!

THE OTHERS LACK THE NECESSARY MOTIVATION TO KEEP YOU HERE!

THEY LOVE YOU TOO MUCH TO HOLD YOU AGAINST YOUR WILL!

I can't help myself!

Something is drawing me back... back to the pain... back to the suffering!

It isn't far!

HARRY--?

HARRY OSBORN?!

THEY AREN'T FULLY CONVINCED ...THAT THIS IS WHERE YOU TRULY BELONG!

I HAVE NO SUCH *CONSTRAINTS!*

YOUR LIFE HAS BEEN PURE *MISERY* SINCE I DIED!

YOU HAVE *NO* JOY! *NO* HAPPINESS!

AND IT'S ALL *MY FAULT!*

THIS IS THE *GREEN GOBLIN'S* LAST CHANCE TO MAKE *AMENDS!*

I CAN EASE YOUR *TORMENT,* OLD FRIEND! I CAN ALLEVIATE YOUR *GUILT,* AND PUT AN END TO YOUR *REGRETS...*

...FOR ALL *ETERNITY!*

No!

NO!

Death is not the refuge I imagined!

I can't hide here!

I know what I must do... and where I must go!

I choose to return...

To the pain--

--The fears--

--the insecurities--

--and the failings!

I CHOOSE LIFE!

BREATHE, PARKER!

ANYONE CAN WIN AN *EASY* FIGHT! ONLY A TRUE *HERO* SURVIVES IN THE FACE OF CERTAIN DEFEAT!

YOU WERE ONCE A MAN WHO ROUTINELY FACED OVERWHELMING *ODDS*...AND FREQUENTLY DARED TO BATTLE UNBEATABLE *FOES!*

I NEED YOU TO BE *THAT MAN* AGAIN!

PLEASE *BREATHE!*

IT'S *WORKING*, OTTO! HE'S STARTING TO *RESPOND!*

HE'S GOING TO MAKE IT!

BRAVO, MISTER PARKER...

BRAVO!

THE *TIME* HAS COME, MY DEAR...

YOU HAVE A MOST IMPORTANT *DUTY* TO PERFORM!

AND YOU MUST BE *GONE*...BEFORE HE FULLY REGAINS CONSCIOUSNESS!

ALL RIGHT, OTTO! I KNOW YOU WORKED OUT ALL THE *DETAILS* SO I'LL DO AS YOU ASK--

--EVEN THOUGH I REALLY *HATE* TO LEAVE YOU!

TRUST ME, MY DARLING STUNNER! WE WILL SOON BE *REUNITED*. NOTHING CAN POSSIBLY GO *WRONG*!

I HAVE NEVER BEEN *SO HAPPY!*

THIS IS *LIFE* AS I ALWAYS DESIRED IT TO BE.

I POSSESS THE *LOVE* OF A BEAUTIFUL WOMAN--

--*AND* MY OLD ADVERSARY WILL SOON BE *HALE* AND *HEARTY*, READY TO *RESUME* OUR ENDLESS DANCE!

AND YET...SOMETHING *NAGS* AT ME...

CAN IT BE THAT I MUST SUBCONSCIOUSLY *QUESTION* MY RIGHT TO EXPERIENCE SUCH UNRESTRAINED JOY--

--OR DO I INSTINCTIVELY SENSE SOME OUTSIDE *MALEVOLENCE* AT WORK?!

POOR, BEAUTIFUL *STUNNER*...

SO NAIVE, SO BLISSFULLY *IGNORANT*--

--OF THE GRIM *TRAGEDY* RUSHING TO GREET HER...

Still a little WOOZY, but my fever's definitely HISTORY!

He did it! DOCTOR OCTOPUS really came through for me!

SO... WHAT happens NOW?!

IS THAT *ANXIETY* I SEE WELLING WITHIN HIS EYES?

DO I ALSO DETECT *CONFUSION* AND *UNCERTAINTY*?!

DELICIOUS!

YOU ARE *PUZZLED*, PARKER. CURIOUS AS TO THE FUTURE *COURSE* OF OUR RELATIONSHIP!

BE AT EASE! THERE IS NO NEED TO *TAX* YOUR WEARY MIND!

WE HAVE KNOWN EACH OTHER FOR *MANY*--PERHAPS *TOO* MANY *YEARS!* OUR FATES ARE INTIMATELY *ENTWINED*, MY FRIEND,!

I HAVE LONG *ADMIRED* YOUR WIT, YOUR SELF-SACRIFICING HEROISM, YOUR VERY HUMANITY..

YOU HAVE *ALWAYS* BEEN MY MOST WORTHY FOE.

AND YOU SHALL BE *AGAIN!*

YOU ACTUALLY WANT ME TO *FIGHT* YOU?!

YOU *CAN'T* BE SERIOUS, DOC! YOU CAN'T HONESTLY EXPECT EVERYTHING TO GO *BACK* TO THE WAY IT WAS!

NOT AFTER *ALL* THAT'S HAPPENED!

DON'T BE SO SHOCKED! I DID NOT AID YOU TO BECOME YOUR BOSOM BUDDY!

NOR WILL I SUDDENLY BEGIN PATROLLING THE CITY IN THE NAME OF TRUTH, JUSTICE, OR--

OPEN UP! THIS IS THE POLICE--!

COME RIGHT IN, GENTLEMEN! THE DOOR IS UNLOCKED.

OH, MAA-ANN! OUR ANONYMOUS TIP WAS RIGHT ON THE *MONEY*!

IT'S HIM-- *DOCTOR OCTOPUS* HIMSELF!

FREEZE, MISTER! YOU'RE UNDER ARREST!

YOU MAY *DISPENSE* WITH THE MELODRAMATICS, GENTLEMEN. I INTEND A *PEACEFUL* SURRENDER.

WOULD ANYONE CARE FOR A REFRESH-MENTZ?

YOU--! YOU *DID* THIS! YOU HAD YOUR LADY FRIEND CALL THE COPS--BUT *WHY?* *WHY?!*

I DIDN'T WANT TO PUT ANY UNDUE *PRESSURE* UPON YOU, MY FRIEND.

YOU NEED SUFFICIENT TIME TO FULLY *RECOVER* FROM YOUR RECENT MALADY.

I EXPECT YOU TO BE IN *PEAK* CONDITION FOR OUR NEXT ENCOUNTER!

OUR RELATIONSHIP HAS *DEEPENED* IN WAYS WE COULD NEVER HAVE FORESEEN, SPIDER-MAN.

HAVING YOU IN MY DEBT WILL ONLY *SWEETEN* MY INEVITABLE VICTORY!

VICTORY?!? YOU'RE OUTTA YOUR MIND, DOC!

YOU *AIN'T* GONNA FIND NO VICTORY WHERE YOU'RE HEADED!

YOU DO *NOT* UNDERSTAND, OFFICER...

OTTO OCTAVIUS HAS NO FEAR OF PRISON.

I WILL EVENTUALLY FIND A WAY TO *ESCAPE!*

POL

AND I TAKE A CERTAIN DEGREE OF *COMFORT* IN THE KNOWLEDGE THAT MY VALIANT AND VIBRANT OPPONENT WILL BE *WAITING* FOR ME WHEN I DO.!

SPIDER-MAN WILL ALWAYS BE WAITING FOR ME!

Yeah...

I guess I will.

S'funny...

I'd normally be going BATTY with paranoia right now.

My greatest NIGHTMARE has become a reality. My deadliest, most ruthless enemy KNOWS my SECRET identity.

Doc Ock could strike at MARY JANE or AUNT MAY at his leisure.

And yet... I don't think he ever WOULD!

Maybe I'm only deluding myself, but I honestly can't see Otto Octavius CROSSING that line.

NYPD

Ah, well... I CAN'T worry about that now!

It's just so gosh-darn glorious to be ALIVE!

I've stared deeply into the cold, numbing eyes of DEATH--

--But the WORST is now behind me!

The virus is out of my system--and my HEAD is finally screwed on right!

And the best news is that my wife and I are going to have a BABY!

A BABY!

This calls for a major CELEBRATION!

Peter and I should be out celebrating somewhere--

--rejoicing in the fact that we're about to start a family.

Fat chance!

Instead, I'm scrubbing away the filth and mold which has built up over the past few months.

What's wrong with us?

This is our home! How could we have allowed it to become so disgusting?

--so chaotic--

--so cluttered with dirt and debris?

There! The place is already beginning to take shape..

..and it didn't take anywhere near the time or effort I was afraid it would.

I wonder if Peter and I will be able to put our lives back in order as quickly and neatly as our house?

We still have so much old baggage hanging over us.

And the baby will present so many new problems --and responsibilities.

How can we possibly cope with it all, and--

Wait! I hear someone at the door--

GREETINGS, PRETTY LADY! I COME BEARING GIFTS TO COMMEMORATE THIS JOYOUS OCCASION!

TODAY IS THE VERY FIRST DAY OF THE REST OF OUR LIVES!

UH... SURE, WHATEVER YOU SAY!

ALTHOUGH I WISH I HAD A BIT MORE NOTICE. I'M HARDLY DRESSED OR PREPARED FOR FESTIVITIES...

DON'T GIVE IT A THOUGHT! ASIDE FROM THE SWEAT AND GRIME--YOU'RE PERFECT!

I EVEN LIKE THE SCENT YOU'RE WEARING!

FLATTERER! YOU ALWAYS WERE PARTIAL TO EAU DE LYSOL.

DARE I ASK WHAT'S IN THE BOX?

JUST A LITTLE HOME "BUILD IT YOURSELF" PROJECT!

BABY CRIB

ACME

WHAT DO YOU SAY, SWEETHEART? SHALL WE UNPLUG THE PHONE, DISCONNECT THE TV, AND BREAK OUT THE POWER TOOLS?

LET'S GO FOR IT, TIGER! JUST SO LONG AS YOU PROMISE TO ACT MORE LIKE BOB VILLA THAN TIM ALLEN!

ACME

BABY CRIB

It's going to work!

I don't know why, but I'm suddenly convinced Peter and I will make everything work out just fine...

YES...

...THE PLAN IS *PERFECT.*

OTTO DESIGNED IT HIMSELF... AND HE *DOESN'T* MAKE MISTAKES!

I DON'T KNOW *WHY* I'M SO NERVOUS--WE'LL SOON BE *REUNITED.*

NOTHING CAN KEEP US APART!

WHAT THE--?!

GAS!

IT CAUGHT ME COMPLETELY BY SURPRISE!

DOC! SOMEONE DOESN'T WANT HIM RESCUED!

BUT... WHO?

AND... WHY?

WHY?

...

I AM *IMPRESSED,* STUNNER.

YOUR COURAGE IS EASILY THE *EQUAL* OF YOUR STRENGTH AND VITALITY.

YOU STRUGGLED QUITE *HEROICALLY* AGAINST MY GAS.

I ALMOST THOUGHT I WOULD HAVE TO TAKE AN *ACTIVE* HAND AGAINST YOU.

THAT WOULD HAVE BEEN ...A *PITY.*

YOU SEEM AWFULLY *SMUG* FOR A GUY HEADED FOR A LONG *LOCK-UP*!

TELL ME, OFFICERS...DO ANY OF YOU TRULY *BELIEVE* YOUR PITIFUL WEAPONS HOLD ANY *THREAT* TO ME?

UH... OF COURSE... *WHY* ELSE WOULD YOU BE HERE?

YOU PROVIDED AN EXPEDIENT EXIT!

ALTHOUGH I AM FRANKLY SURPRISED YOU EVEN *BOTHERED* TO TAKE ME INTO CUSTODY.

MY *ESCAPE* IS AS INEVITABLE--

--AS MY NEXT BATTLE WITH *SPIDER-MAN*!

NY

HEADS UP! SOMETHING JUST HIT THE ROOF, AND--

--*WHO* IS THIS FREAK?!

TAKE HIM *DOWN*! HE'S OBVIOUSLY WITH *OCTOPUS*!

SOMETHING'S WRONG!

THAT'S

NOT

STUNNER!

WHERE IS SHE?

WHAT HAS HAPPENED TO STUNNER?!

IF YOU DARED HARM HER--!

SHE IS SAFE.

YOU, HOWEVER, ARE NOT!

DO YOU HAVE A DEATH WISH, MY FRIEND? OR ARE YOU MERELY IMPUDENT TO THE POINT OF INSANITY?

I AM OTTO OCTAVIUS...

KNOWN AS DOCTOR OCTOPUS TO THE GREAT UNWASHED AND UNEDUCATED!

DO NOT BE LULLED INTO A FALSE SENSE OF SECURITY BY THE EXTRA POUNDAGE I CARRY!

SPIDER-MAN, DAREDEVIL AND EVEN CAPTAIN AMERICA HIMSELF HAVE SUFFICIENT REASON TO RESPECT MY BATTLE PROWESS!

I AM KAINE!

MY ACTIONS WILL SPEAK FOR ME!

It is truly amazing how certain TASKS and SITUATIONS can bring two people--

--SO CLOSE together.

I HAVE NO PATIENCE FOR THIS GAME, KAINE!

I NEITHER KNOW NOR CARE ABOUT THE POINT YOU WISH TO MAKE!

I ONLY WANT STUNNER! MY SOLE DESIRE IS TO BE REJOINED WITH HER!

WHERE IS SHE?!

MARY JANE and I had been on such DIVERGENT paths the past few months--

--I honestly didn't know if our LOVE would survive.

I WILL NOT ALLOW YOU TO KEEP ME FROM THE WOMAN I LOVE!

I WILL NOT PERMIT YOU TO INTERFERE WITH OUR HAPPINESS!

YOU CANNOT STOP ME!

But we MADE it.

We found a way to BEAT the odds!

I HARBOR NO PERSONAL ANTAGONISM-- NO MALICE-- TOWARD YOU, DOCTOR!

YOUR WOMAN IS ONLY A PAWN IN THIS GAME.

HOWEVER, FOR REASONS OF MY OWN--

--YOU MUST DIE!

KA

...

HEAD'S STILL SPINNING--!

FEELS LIKE SOMEONE USED IT FOR A TRAMPOLINE.

I NEVER REALIZED IT WAS POSSIBLE FOR ME TO--OH, MY GOD!

DOC!

DOC!!

It's days like this that can almost CONVINCE you it IS possible for FAIRY TALES to come true--

--and for a few people to live HAPPILY ever after!

But only a FEW people--

--A very chosen FEW...

NEXT: PLAYERS AND PAWNS

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SPIDER-MAN AND THE SCARLET SPIDER™
TOGETHER IN ONE
GIANT-SIZED
ADVENTURE!

A LIGHT SNOW FALLS OVER THE CITY AS THE WORKDAY IS ENDING.

THE SUBWAY ENTRANCES ARE JAMMED WITH PEOPLE WHO ARE HEADING FOR HOME IN THEIR POST-WORKDAY TRANCES...

...SHUFFLING ALONG WITH THE SAMENESS OF EACH AND EVERY DAY OF THEIR LIVES.

THEY SHOULD REMEMBER...

...THINGS DO CHANGE.

SNOW?!? WHERE'D THIS FREAKING *SNOW* COME FROM?

STAN LEE PRESENTS: SPIDER-MAN AND THE SCARLET SPIDER IN...

BEHIND THE TERROR

TOM LYLE: WRITER/RON LIM: BREAKDOWNS/PALMER, MILGROM, CANDELARIO + HANNA: FINISHES/JOE ROSEN: LETTERS/JOHN KALISZ: COLORS/DANNY FINGEROTH: EDITOR/BOB BUDIANSKY: EDITOR-IN-CHIEF

IT'S NOT BAD ENOUGH THAT A SUBWAY FIRE MAKES US COME OUT FURTHER FROM THE WORLD TRADE CENTER THAN WE PLANNED--

...NOW WE GOT SNOW ON TOP OF THAT.

WELL, THERE'RE THE *TWIN TOWERS* -- DEAD AHEAD!

AT THE TOP OF THE WORLD TRADE CENTER...THE SKY-LINE RESTAURANT. THE PATRONS WITHIN ARE OBLIVIOUS TO THE EVENTS TRANSPIRING OUTSIDE... FOR NOW.

ONE OF THOSE PATRONS... MARY JANE WATSON PARKER...IS DINING HERE THIS EVENING WITH HER FRIEND...

CARLY...

...YOU DON'T KNOW WHAT A CHANGE I'VE SEEN IN *PETER* EVER SINCE HE FOUND OUT THAT I WAS *PREGNANT.*

WELL, I'M SURE IT MUST BE IMPORTANT TO BOTH OF YOU. THINK OF ALL THE CHANGES IT WILL...

WHA--?

"WHAT'S GOING ON?"

DOWN! EVERYBODY DOWN!

GOT ONE! DID YOU SEE?

KA-BLAM

BLAM

LOOK AT 'EM SCRAMBLE.

OH, MAN, THIS IS GREAT!

VIP

HOLD IT! BACK OFF!!

WE NEED SOME OF THESE PEOPLE *ALIVE* TO USE AS HOSTAGES.

YEAH! HOSTAGES. GOOD THINKING, DON. THIS IS ALL *SO* DIFFERENT FROM WHAT WE HAD PLANNED. I GUESS I'M NOT *ADJUSTING* TO THE CHANGES AS WELL AS YOU ARE.

CARLY, *WAIT*. THERE'S GOING TO BE A LOT OF PEOPLE HURT IF WE *ALL* RUN FOR THE EXITS.

I THINK WE'D BE BETTER OFF STAYING WHERE WE *ARE*.

NO WAY! NOT ME!

EVERYBODY, HOLD IT RIGHT THERE. IF NO ONE WANTS TO GET SHOT, THEN I'D *ADVISE* YOU ALL TO GET BACK INSIDE THE RESTAU-RANT... *NOW!*

BUG ONE TO THE *TWIN MEN*...

EVERYTHING HERE IS SECURE. *OPERATION: SHAKEDOWN* IS READY TO ROLL.

THAT TRAIN FIRE IN THE SUBWAY REALLY SCREWED UP OUR ORIGINAL PLAN...

...BUT THINGS ARE GOING PRETTY SMOOTHLY FOR *US* NOW...

...FOR *TERROR UNLIMITED.*

IT'S THE *ARMOR*, MAN. IT'S MAKING THINGS *SO* EASY FOR US. WE'LL BE CRUISING THAT ISLAND IN THE PACIFIC SOON WITH BABES ALL OVER US.

AND MONEY TO *BURN.*

EASY, MJ, TAKE IT EASY. THESE AREN'T THE TYPE OF GUYS YOU WANT TO GET *MAD* AT YOU.

NOT FAR FROM THE WORLD TRADE CENTER...

WOW! IT'S *YOU*. I'VE WANTED TO FIND YOU AND *THANK* YOU.

YEAH? DO I *KNOW* YOU?

RICH GANNON. YOU KNOW...

...YOU TRIED TO HELP ME WHEN I WAS GETTING ROUSTED BY THAT *DARRYL* AND HIS BULLY BOYS.*

OH, *YEAH*! I'M AFRAID I WASN'T MUCH HELP, THOUGH.

*LAST ISSUE.-- DANNY

NO...YOU DON'T KNOW *HOW* IMPORTANT WHAT YOU TRIED TO DO *WAS* TO ME.

IT MEANT THAT *SOMEONE* CARED. I *REALLY* NEEDED THAT.

WELL, I STILL DON'T THINK I *DID* ANYTHING.

LOOK...YOU STARTED THE BALL ROLLING THAT IS HELPING TO GET MY LIFE BACK ON TRACK.

I GOT MY OLD JOB BACK AT *STARK ENTERPRISES* I'M OFF THE STREETS AND LIVING IN THIS HOTEL... MY WHOLE LIFE IS LOOKING UP.

IF YOU'RE LIVING HERE, THEN YOU SHOULD COME AND HAVE A CUP OF COFFEE WITH ME SOMETIME. I'M REILLY. *BEN REILLY*.

LOVE TO. GOTTA GO NOW, THOUGH. TODAY, I'M STARTING MY VOLUNTEER WORK AT THE *SOUTH STREET MISSION* UP THE STREET, NOW THAT I'M GETTING BACK ON MY FEET AGAIN.

GOOD LUCK. SEE YA SOON.

DOC OCK!?! OH, MAN, THIS IS TOO *WEIRD.*

BEN REILLY IS A MAN WHOSE WHOLE LIFE IS BASED ON MEMORIES.

THE MEMORIES OF *PETER PARKER*, THE MAN HE WAS *CLONED* FROM.

THE NEWS BEN REILLY IS READING HAS JUST SHATTERED ONE OF THOSE MEMORIES.

A MEMORY THAT REACHES BACK TO HIS *BEGINNINGS.*

OR, RATHER, TO HIS BEGINNINGS... *PETER PARKER'S.*

GOT TO GET OUT OF HERE.

THE WAY I'M *FEELING* THE ONLY THING THAT WILL HELP...

...IS TO GO SLING SOME *WEBBING* AROUND TOWN.

MAYBE FIND SOME EASY *PURSE SNATCHER* TO TAKE IT OUT ON.

MAN, I FEEL BETTER *ALREADY!*

CAN'T BELIEVE ABOUT OCK*--!

*FOR THE AWESOME DETAILS ON OCK, SEE SPEC. SPIDER-MAN #221, ON SALE NOW--AND A VERY SPECIAL SERIES FEATURING SCARLET SPIDER AND SPIDER-MAN THAT DEBUTS NEXT MONTH --DANNY

THE SKYLIGHT OF A FAMILIAR BROWNSTONE ON THE UPPER EAST SIDE OF MANHATTAN.

SPIDER-MAN IS RETURNING HOME.

WHOA. I'M *REALLY* TIRED. THESE LONG DAYS AND NIGHTS ARE GOING TO BE EVEN TOUGHER WHEN THE BABY COMES.

I GOTTA GET SOME SLEE-- WHAT'S *THIS*?

A NOTE FROM MARY JANE.

WELL, WHILE SHE'S OUT TO DINNER, I'M GOING TO JUST *CRASH*.

AT LEAST WHEN I KNOW THAT MARY JANE'S SOMEWHERE SAFE AND WITH FRIENDS, I CAN REST EASY.

Peter,
I'm going to dinner with Carly at the Skyline Restaurant. Maybe I'll see you swinging over the city as we look out over the rooftops of Manhattan. If you're reading this, though, I guess I won't.
Love you,
MJ

THIRTEEN-HUNDRED ODD FEET BELOW THE SKYLINE RESTAURANT AND THE TERROR THAT HAS JUST BEGUN INSIDE OF IT...

...THE NEW YORK CITY POLICE ARE GATHERING THEIR FINEST TO DEAL WITH THE CRISIS OF TERROR UNLIMITED!

LIEUTENANT CARR...THEY'RE ON THE CELLULAR LINKUP, SIR.

FINE. LET ME FIND OUT WHAT THESE JOKERS WANT.

SWAT

GENTLEMAN... THIS IS DAN CARR.

WHAT DO YOU WANT OUT OF THIS? FIRST, I'D LIKE TO MAKE SURE THAT NO ONE ELSE GETS HURT, BUT I'M HERE MAINLY TO HELP RESOLVE THIS...SITUATION.

SWAT

POLICE

LOOKIE, DAN... WE'RE TERROR UNLIMITED AND WE AND THE DRONES... WELL, WE'RE LOOKING FOR CASH...

...LOTS OF CASH! AND...

...WE NEED A CONCORDE OUT OF THE COUNTRY!!

THAT'S ALL DO-ABLE, BUT I'M GOING TO NEED SOME TIME TO GET THIS ALL TOGETHER, I GOT A LOT OF RED TAPE I GOT TO GET THROUGH ON THIS ONE.

NO DELAYS! WE WANT IT NOW!!

I'LL GET IT FOR YOU AS FAST AS POSSIBLE... I...

THAT'S NOT FAST ENOUGH, HUMP!!

HERE'S A LITTLE SOMETHING TO HELP YOU MOVE FASTER, CREEPS!

FWAASH!

SHOCK.

THAT'S WHAT DAN CARR FEELS WHEN HE SEES TERROR UNLIMITED'S MISSILES RIP OUT OF THE SIDE OF THE TOWER ON THEIR DEADLY PATH INTO THE HEART OF THE CITY.

LUCKILY, HE CAN'T SEE THEM ARCING THEIR WAY TOWARD THEIR IMPACT POINT.

THEIR RANDOM TARGET:

THE SOUTH STREET MISSION!

KA-WHOOOM!

WHY? WHY'D YOU *DO* THAT?

I TOLD YOU YOU'D GET WHAT YOU WANT... AND THAT I'D GET IT AS FAST AS POSSIBLE.

WELL, *DANNY*, WE JUST DON'T FEEL YOU'RE TAKING US *SERIOUS* ENOUGH.

DO YOU WANT TO KNOW HOW *SERIOUS* WE ARE?

WE'RE TALKING *NUCLEAR BOMB* HERE, *DAN-MY-MAN.*

W-W-WHAT?

A FEW MOMENTS BEFORE THAT SHOCKING REVELATION...

WHAT A RIP! CAN'T FIND ANY BAD GUYS TO LET ME BLOW OFF STEAM!

MAYBE I'LL JUST SWING ON OVER TO *FOREST HILLS* AND SEE HOW AUNT MAY IS DOING THIS EVENING.

SHE'S BEEN... *WHOA!*

KA-WHOOM!!

AUNT MAY'S GOING TO HAVE TO *WAIT!*

I'VE GOT TO SEE WHAT THE *HECK* IS GOING *DOWN* OVER THERE.

THE END OF THE DAY AT THE DAILY BUGLE OFFICES...

BUT, ROBBIE, I KNOW I CAN COVER THAT WORLD TRADE THING BETTER THAN URICH CAN.

I'M NOT GOING TO AGREE OR DISAGREE WITH YOU, BUT I DO KNOW THAT BEN URICH HAS MORE EXPERIENCE AT COVERING THE BIG STORIES THAN KEN ELLIS DOES.

YOU'LL LEARN, KID. YOU'LL LEARN.

THE TERROR THAT IS TAKING PLACE AT THE WORLD TRADE CENTER HAS WIDENED ITS SCOPE AS WE SEE IN THESE LIVE PICTURES FROM THE BLASTED REMAINS OF THE SOUTH STREET MISSION...

THAT'S IT...

ROBBIE, LET ME FIND MY ANGLE ON TERROR UNLIMITED BY DOING THE HUMAN INTEREST SIDE OF THE STORY. I CAN START AT THE MISSION...YOU KNOW... PAIN AND SUFFERING AND ALL THAT STUFF.

OKAY, ELLIS, THAT'S YOUR BABY... NOW DELIVER IT.

AND DELIVER IT I WILL...

...NO ONE WILL EVEN NOTICE URICH'S STORY AFTER THEY READ MINE!

OKAY...YOU FOUR BOMB SQUAD *DRONES* ARE HEADING OVER TO THE OTHER TOWER WITH ME.

THE *NEW* PLAN THAT DON AND I CAME UP WITH...

...HAS THE FIVE OF US SETTING UP THE *NUCLEAR BOMB* IN ONE OF THE ELEVATORS OF THE OPPOSITE TOWER.

DON AND I BOTH HAVE REMOTE TRIGGERS FOR THE DETONATOR, SO IT'LL BE HARDER FOR THE POLICE TO STOP US IF WE'RE NOT IN THE SAME TOWER TOGETHER.

COLD CASH AND *HOT* BABES... HERE WE COME!

HIT!

I'M *HIT!!*

THE SICKENING SOUND OF THE DEAD DRONE'S BODY SLAMMING INTO THE ROOFTOP IS EASILY HEARD IN THE COLD, WINTRY AIR.

COPS?

NO. THEY'RE NOT *THAT* STUPID.

AN OVERZEALOUS SECURITY GUARD.

BRRRRT

HE *IS* STUPID.

BUT HE'S *PAID* FOR HIS INTERFERENCE WITH HIS *LIFE.*

KER-RASH!

NO!

OH, *YES!* READY OR NOT... HERE WE COME.

DAVID, *JOSÉ* WAS THE ONE WHO GOT *SHOT...*

...AND HE WAS CARRYING THE *DETONATOR.*

HEY, *CARR,* THIS ONE'S FOR LETTING *ANYTHING* INTERFERE WITH OUR PLANS.

AAIIEEEE

WHILE...

MY GOD! IT'S THE *MISSION* THAT RICH GANNON WAS HEADED FOR THAT'S BEEN *BLOWN UP.*

HOW? WHY?

GOT TO GET THIS *RUBBLE* OUT OF THE WAY...

...SEE IF ANYONE NEEDS HELP.

THIS OLD MAN... HE'S *STILL* ALIVE. MAYBE NO ONE WAS KILLED AFTER ALL.

AS THE SCARLET SPIDER WORKS FURIOUSLY TO CLEAR AWAY THE DEBRIS, ONE QUESTION BURNS BRIGHTLY IN HIS THOUGHTS...

..."WHERE IS RICH GANNON?"

THE ANSWER COMES ALL TOO SOON.

RICH!

DEAD. HE'S *DEAD.*

WHY!?!

WHY *THIS* MAN? WHY THIS *MISSION*? WHAT'S GOING ON HERE--

OOOOH, HELP. SOMEONE HELP.

SOMEONE'S *ALIVE* DOWN THERE.

A YOUNG GIRL. SHE'S *UNHURT*.

NO MORE DISTRACTIONS UNTIL I'VE CHECKED *EVERYWHERE* FOR SURVIVORS.

AFTER THE SCARLET SPIDER HAS SEARCHED THE RUBBLE COMPLETELY...

CAN YOU TELL ME WHAT *HAPPENED* HERE?

SOME SORT OF... *MISSILES*...

...THEY CAME FROM ONE OF THE *TRADE CENTER* TOWERS.

HEY! *SPIDER!* IT'S *KEN ELLIS*. HELP ME OUT HERE. WHAT'S GOING ON?

#%#%! GUESS HE DIDN'T HEAR ME.

THE SCARLET SPIDER DOESN'T HEAR KEN ELLIS' PLEA.

HE CAN'T HEAR ANYTHING...

...EXCEPT FOR RICH GANNON'S VOICE...

...AND HIS **OWN** VOICE... BOTH DEMANDING **JUSTICE** FOR THIS SENSELESS DEATH.

KEN ELLIS, *DAILY BUGLE.*

THE *SCARLET SPIDER* SEEMED TO REALLY TAKE THAT ONE MAN'S DEATH *HARD.* ANYONE HERE KNOW IF THERE'S SOMETHING PERSONAL FOR HIM WITH THIS GUY...THIS RICH GANNON?

MAN...HE WAS REALLY *M-A-D MAD...*

BACK INSIDE THE SKYLINE RESTAURANT...

WHAT'S THAT MAN DOING?

UH...EXCUSE ME, SIR, BUT I WAS WONDERING IF MY SON MIGHT BE ABLE TO USE THE RESTROOM. IT'S GETTING KIND OF URGENT.

DON'T BOTHER ME, BUD!

BLAM!

UNGH!

HE SHOT HIM!! HE JUST SHOT HIM!

THIS MAN NEEDS A DOCTOR... IS ANYONE HERE A DOCTOR?

WHY'D HE SHOOT ME?!?

ONE OF YOUR BULLYING DRONES JUST *SHOT* A HELPLESS MAN OVER THERE. HE NEEDS MEDICAL ATTENTION... *NOW!*

WHOO! *SCARY!* AND *YOU* WANT WHAT FOR *WHO*?

DON'T PLAY GAMES WITH ME. THERE'S A MAN DYING OVER THERE AND IT'S *YOUR* FAULT. *YOU* SHOULD GET HIM TO A DOCTOR SOON.

I DON'T THINK THAT'S GOING TO BE POSSIBLE, MY DEAR.

BUT WOULD YOU *SETTLE* FOR...

...*THIS*?!?

KA-POW!

NOW! THAT SHOULD *EVEN* THINGS OUT. EVERYONE SHOULD BE *HAPPY.*

HAPPY? I SUPPOSE I SHOULD BE *HAPPY* THAT HE DIDN'T SHOOT *ME!*

I'M BEGINNING TO WONDER IF *ANY* OF US ARE GOING TO GET OUT OF THIS ALIVE.

OH!

THAT FIGURE CLIMBING THE OTHER *TOWER!* IT'S *PETER!*

HE'LL GET US OUT OF HERE!

NOW, MAYBE I CAN CONCENTRATE ON HELPING THAT POOR GUY WHO WAS SHOT.

BACK AT THE PARKER RESIDENCE...

OH, *MAN*, THAT ONE HOUR NAP JUST BARELY *DENTED* THE SURFACE OF HOW *TIRED* I'M FEELING.

THE TERRIBLE MENACE OF TERROR UNLIMITED CONTINUES TO PLAY ITSELF OUT AS YET *ANOTHER* HOSTAGE HAS BEEN REPORTEDLY KILLED BY GUNFIRE FROM THE TERRORISTS.

NOW, *LIVE* FROM THE WORLD TRADE CENTER IS OUR ON-THE-SCENE REPORTER... *CARMEN DIAZ*.

THANKS, ERIC. POLICE *HAVE* CONFIRMED THAT YET ANOTHER HOSTAGE HAS BEEN MURDERED BY THE TERRORISTS CALLING THEMSELVES... TERROR UNLIMITED.

BEGINNING A MERE TWO HOURS AGO IN THE *SKYLINE RESTAURANT* ATOP TOWER ONE OF THE WORLD TRADE CENTER...

...THE DEATH TOLL IS NOW KNOWN TO BE AT LEAST *TEN PEOPLE* WITH MORE LIKELY TO BE CONFIRMED LATER.

"ON TOP OF THAT, THE *POLICE* HAVE NOW RELEASED INFORMATION THAT THERE MAY BE A *NUCLEAR BOMB* IN ONE OF THE TWO TOWERS OF THE WORLD TRADE CENTER.

"THEY ARE ASKING THE PUBLIC TO REMAIN CALM ABOUT THIS. TELL ME, ERIC, CAN *YOU* STAY CALM KNOWING THIS?"

MARY JANE.

WITH ALMOST AS MUCH DETERMINATION AS SPIDER-MAN, KEN ELLIS HAS TRACKED DOWN RECENT EVENTS IN THE LIFE OF THE NOW-DECEASED RICH GANNON. THE TRAIL HAS TAKEN HIM TO...

CARL AND ME, HERE... WE TREATED RICH WITH NOTHIN' BUT RESPECT. HE WAS ALWAYS *WELCOME* HERE, KNOWING WHAT A *HARD* LIFESTYLE HE WAS LEADIN'.

YEP, STEVE, *I'D* HAVE BEEN PROUD TO HAVE OL' RICHIE FOR MY *SON*.

WELL, WE TRIED TO TREAT HIM LIKE ONE.

WELL, *CARL*... *STEVE*... THAT'S NOT THE WAY *I* HEARD IT.

I HEARD THAT YOU TWO CHASED HIM OUT OF HERE EVEN THOUGH HE HAD MONEY TO SPEND.

HEY, YOU MIKE WALLACE OR SOMETHIN'?

I *DON'T* THINK WE'LL BE TALKING TO YOU ANYMORE, *MIS-TER* ELLIS.

YEAH. IT'S TIME TO *CLOSE*.

FUNNY, I THOUGHT THIS WAS A *24-HOUR* MARKET.

JERKS.

BUT THEY JUST GAVE ME SOME GREAT MATERIAL FOR THE '*TRAGIC LIFE OF RICH GANNON*' OR WHATEVER I CALL THIS PIECE.

YOU TWO. I WANT THAT DETONATOR *BACK* NOW. SO... GO GET IT.

HEY, *LOOK*. THE COPS ARE TRYING TO GET TO JOSÉ'S BODY BEFORE US.

I THINK THERE'RE GOING TO BE SOME *DIS-APPOINTED* COPS...

...'CAUSE *WE* GOT THE DETONATOR NOW AND THEY *DON'T*.

THAT NEWS CHOPPER... PROBA-BLY GOT **COPS** IN IT TO TRY AND STOP US.

20 NEWS

I'M *SICK* OF THEIR INTERFERENCE AND DELAYS.

TAKE *THIS*, LIEUTENANT DAN CARR.

OH, MAN. *BAD GUYS* AT FIVE O'CLOCK AND A *MISSILE* HEADED FOR THAT NEWSCHOPPER.

GREAT WAY TO START.

I HAD *NO* CHANCE TO *STOP* THAT MISSILE

AND THE BAD GUYS HAVE SOMETHING THAT LOOKS *IMPORTANT.*

BUT THE *BAD GUYS* WILL HAVE TO WAIT.

SPINGG

A *SPIDER-TRACER* WILL HELP ME KEEP IN TOUCH, THOUGH.

RIGHT NOW, THAT HELICOPTER...

...IS MY *FIRST* PRIORITY!

THWIP

THWIIP

WE'LL START WITH A *WEB NET.*

I'VE GOT TO STOP THOSE ROTORS SO THEY DON'T JUST SLICE RIGHT THROUGH THE WEBBING.

HOPE THE WEBLINE CAN HOLD THEM.

THWIP

ALL RIIIGHT!

SOON...

EVERYONE IN THE CHOPPER SEEMS OKAY.

LIEUTENANT CARR IS OVER HERE, SPIDEY. HE WANTS TO SEE YOU.

THANKS FOR THE HELP, WALL-CRAWLER.

WE'RE IN IT REALLY DEEP, HERE. THIS TERROR UNLIMITED HAS GOT BETWEEN THIRTY TO FORTY HOSTAGES IN THERE.

NOT ONLY THAT, BUT THEY'RE WELL ARMED...

...AND THEY APPEAR TO HAVE A NUCLEAR DEVICE.

"FOR NOW, THAT *BOMB* IS OUR FIRST PRIORITY. WE'RE HANDLING THE TOWER THOSE *'DRONES'* JUST FLEW INTO.

"OUR *EXPERTS* FEEL THAT IT'S THE MOST LIKELY CANDIDATE TO HAVE THE BOMB INSIDE. STAY OUT OF THEIR WAY.

"THE HOSTAGES IN THE OTHER TOWER APPEAR TO BE CONGREGATED IN THE *SKYLINE RESTAU-RANT...*

"BUT DON'T DO ANYTHING TO *ENDANGER* THEM!"

THE *SKYLINE?*

MARY JANE.

INSIDE THE MAIN ELEVATOR SHAFT OF THE TOWER OPPOSITE TO SPIDER-MAN'S.

THE SCARLET SPIDER IS MAKING DECISIONS.

WATCH IT!

MY SPIDER-SENSE LET ME KNOW THESE "DRONES" WERE IN THAT ELEVATOR CAR. NOW I'VE JUST GOT TO LISTEN AND FIGURE OUT WHAT THEY'RE *UP* TO.

YOU JUST ABOUT SOLDERED MY *ARM* AND NOT THE WIRES, YOU JERK!

DON'T BE SO *NERVOUS*, MAN. THIS *BOMB* AIN'T DANGEROUS UNTIL WE GET THAT *DETONATOR*.

WE'VE JUST GOT A LITTLE MORE TO DO...

THERE! THAT'S CONNECTED. THAT'S *IT* FOR NOW.

ME. ASSEMBLING A *NUCLEAR BOMB*. WHO'D HAVE *THOUGHT* IT?

GUYS? THE BOMB IS READY TO *ROCK AND ROLL*. ALL WE NEED IS JOSÉ'S DETONATOR AND YOU'RE IN BUSINESS.

MESSAGE RECEIVED. YOUR MISSING-IN-ACTION PART IS ON ITS WAY UP TO YOU RIGHT NOW.

WE'LL MEET THEM ON THE ROOF...

...RIGHT AFTER WE CATCH A QUICK SMOKE... UH.

DIDN'T YOUR MOTHERS TEACH YOU THAT...

AAH, I *ALREADY* USED THAT ONE RECENTLY.

HOW ABOUT...?

SMOKING'S *BAD* FOR YOU... AND *I* AM TOO!

HEY! WHAT DO YOU...?

DO YOU *READ* ME?! WE GOT...

EAT *IMPACT* WEBBING, BOYS.

THWIPP

THWIPP

...TROUB-UNGH.

GIVE ME THOSE!

HEY, NUMBER 7? NUMBER 12? WE'LL BE THERE IN A MINUTE WITH A *DETONATOR.*

WE'LL COME DOWN THE SHAFT AND *MEET* YOU THERE.

ANYBODY *THERE?*

I'M HERE, *YOU* JUST GET THAT *DETONATOR* HERE.

DOWN ON THE STREET BELOW...

OKAY, DETECTIVE, YOU CAN PASS.

FACE IT, ELLIS...THAT WAS WAY TOO EA-SY!!

WILL I GET THE *WHOLE* STORY THAT I NEED WHEN THIS ELEVATOR OPENS?

I KNOW *URICH* IS DOWN THERE DOING HIS JOB, BUT I WANT MORE INFORMATION THAN HE'LL BE ABLE TO GET THERE DOWN AMONG THE MASSES.

IN THE LOBBY...

WHO IS IN THE ELEVATOR? I DIDN'T KNOW *ANYONE* WHO WAS *AUTHORIZED* TO GO UP THERE.

ME NEITHER.

I GOTTA STOP THAT THING... *NOW!*

HEY!

WELL...THAT WORKED.

WHO *STOPPED* THE ELEVATOR?

NOW...WHICH ONE OF US GETS TO TELL *CARR* ABOUT *THIS?*

THIS ELEVATOR SHAFT SEEMS TO BE THE *BEST* WAY TO GET TO THESE *CREEPS* UNDETECTED.

I SHOULD BE *JUST* OUTSIDE THE SKYLINE RESTAURANT IF I REMEMBER CORRECTLY FROM WHEN MJ AND I CAME HERE.

WAIT!

THAT'S *KEN ELLIS*. WHAT'S *HE* DOING HERE?

I DON'T KNOW *WHAT* HE'S GOT GOING ON IN THAT OVERZEALOUS BRAIN OF HIS, BUT HE COULD *REALLY* MUCK THINGS UP HERE.

IT'S *HIM*! ONE OF THE T.U. LEADERS!

I DON'T KNOW... SHOULD I *GO* IN AND TRY TO TALK TO HIM...OR *NOT*?

DON'T *THINK* SO MUCH, ELLIS. JUST *DO* IT!

IF I *HURRY*, MAYBE I CAN *BEAT* THOSE GUYS TO THE ROOF.

THERE'S THE ELEVATOR SHAFT. LET'S GET DOWN THERE AND GET *RID* OF THIS CREEPY DETONATOR.

TOO LATE! SPIDER-SENSE SAYS...

...THEY'RE *HERE!*

I'LL BE GLAD TO GET *RID* OF THAT THING, TOO.

THIS *NUCLEAR BOMB* ANGLE IS THE ONLY PART OF THIS WHOLE DEAL THAT REALLY *CREEPS* ME OUT.

NOTHING ELSE COULD BE AS SPOOKY AS THAT.

I SUPPOSE I SHOULD SAY, "I'M YOUR WORST NIGHTMARE"...

...OR "BOO!"... OR SOME SUCH HOOEY...

...BUT I THINK I'LL STICK TO JUST *KICKING* THE STUFFING OUT OF YOU TWO.

THE *DETONATOR*... HE *LET GO* OF IT!

GOT IT!

THWIPP

THWAPP

CAN'T JAR IT-- EVEN THOUGH DANGER-SENSE IS SCREAM-ING--!

THWACK

YE-E-O-OOWW!

COULDN'T STOP THE PUNCH-- BUT I *ROLLED* WITH THE IMPACT...!

OH, *MAN.* WHY DIDN'CHA FINISH HIM *OFF?*

YOU GUYS ARE IN *BIG* TROUBLE NOW!

MEANWHILE...

I'VE GOT TO GET THESE *HOSTAGES* SAFELY OUT OF HERE BEFORE I TRY TO CONFRONT THIS GUY.

LOOK! IT'S...

SSSHHH!

EVERYONE HEAD FOR THE ELEVATORS AS QUIETLY AS POSSIBLE AND GET OUT OF HERE...*NOW!*

LET'S ALL STAY AS QUIET AS POSSIBLE AND MOVE AS QUICKLY AS WE CAN TO THE ELEVATORS.

WHAT ABOUT MY DADDY?

WE'RE GOING TO HAVE TO LEAVE YOUR DADDY HERE FOR NOW, DARLING, BUT *I'VE* GOT YOU.

BE CAREFUL.

I WILL.

THANK YOU.

I *LOVE* YOU.

"PLEASE...COME HOME SAFELY TO US."

NOW THAT I'VE STASHED THAT *DETONATOR* WHERE THESE TERRORISTS WILL NEVER FIND IT...

...I CAN SEE ABOUT TAKING CARE OF THESE CREEPS.

BRRRT POW KA-POW

WHAT'S GOING ON IN THERE?

THERE'S ONLY TWO OF THEM HERE, GUYS! TAKE 'EM OUT... *FAST!*

PIECE O' CAKE, LIEUTENANT.

HATE TO *DISAPPOINT*, BOYS-IN-BLUE...

...BUT *I'M* NOT GOING DOWN EASY.

THAT'S FOR SHOOTING ONE OF MY MEN.

THESE COPS MUST HAVE COME UP AN ELEVATOR WHILE I WAS DEALING WITH THOSE DRONES WITH THE DETONATOR.

BUT THEIR BULLETS *SURE* DON'T SEEM TO BE HAVING MUCH EFFECT ON THAT ARMOR THE MAIN GUY IS WEARING...

...SO...LET'S SEE IF I CAN HAVE SOME EFFECT ON HIM...

...ALL OVER HIS *FACE!*

PERIMETER

VIOLATED!

TARGET:

180 DEGREES

WHOOOAAA!

GET OFF ME, WHOEVER YOU ARE!

HOLD YOUR FIRE!

WE DON'T WANT TO TAKE OUT A *FRIENDLY.*

OKAY, GENIUS, THE *BOOTJET* THING IS FUN FOR A WHILE...

...BUT I THINK IT'S TIME TO *LAND*, NOW.

AIM THESE SUCKERS *UP*, BUD. I DON'T WANT YOU HURTING *ANYONE* ELSE.

AARRRGH!

GET *OFF* MY BACK!

WELL...THAT TIGHT LOOP GOT *YOU* WHAT YOU WANTED...

LET'S SEE WHAT *I* CAN DO TO *DIS-APPOINT* YOU.

THWIIP

I CAN'T JUST *JUMP* IN THERE AS SPIDER-MAN... *ELLIS* MIGHT GET KILLED.

SO YOU SAY THIS *TECNO-TRAN* FIRM *MADE* YOU INTO WHAT YOU ARE?

SURE! AND MY TWIN BROTHER, DAVID, TOO. WE...

HEY!

WHERE ARE THE *FREAKIN'* HOSTAGES?

WHAT DID YOU *DO* WITH THE HOSTAGES?

I DON'T =;GNN-L-URG!=

TELL ME OR YOU'RE *DEAD MEAT!*

THIS IS THE *TRIGGER* FOR A *NUCLEAR BOMB.* IF YOU DON'T TELL ME WHAT'S GOING ON, *RIGHT NOW,* THERE'S GONNA BE A LOT OF UNHAPPY PEOPLE IN NEW YORK CITY TONIGHT.

THAT'S IT!

THERE'S *TOO MUCH* AT STAKE HERE. I *CAN'T* JUST SIT BACK AND WAIT FOR THE RIGHT MOMENT ANYMORE.

FIRST... I USE SOME WEBBING TO *NEUTRALIZE* THE DETONATOR TRIGGER...

THWIPP

...THEN WE GET THE *EVER* OVERZEALOUS MISTER ELLIS OUT OF HARM'S WAY.

WHA-A-T??

PRETTY NEAT *TRICK* WITH THE WEBLINE, SPIDER-*CREEP!*

ELLIS... *RUN* FOR IT... *NOW!!*

YOU'RE GOING TO PAY FOR *THA-A-A-T...*

WHOOOMPH

KA-POW

THWAP

I HAVE HAD *JUST* ABOUT ENOUGH OF YOU AND YOUR *THREATS.*

I THINK YOU SHOULD FOLLOW KENNY ROGERS' *ADVICE*...

BRRRT

...AND *KNOW* WHEN TO FOLD 'EM!

BRAAAAT

POW

POW

POW

POW

POW

ENOUGH!!

MISTER--

--I'VE HAD A *BELLYFUL* OF YOU.

WHA-TAANG

AND...

...I...

...THINK...

...IT'S TIME...

WHANNG

...TO PACK UP ALL YOUR TOYS...

THWIIP

WHOOOOMP

...AND GO HOME!!

ESPECIALLY SINCE *YOU* CAN'T SEEM TO PLAY *NICE* WITH OTHERS.

WHAT DRIVES A MAN?

THREATEN HIS LOVED ONES AND YOU WILL FIND OUT.

THIS ONE'S FOR MARY JANE!

NOT SO TOUGH AFTER ALL-- EH, CHUMP?!?

BACK WITH THE SCARLET SPIDER...

...TO SWING UP AND USE MY IMPACT WEBBING AND A STINGER ON YOU!

YOU CAN SHOOT ALL YOU WANT, BUT YOU'RE STILL GIVING ME ENOUGH MOMENTUM...

EEAARR...

WHA-A...?

AND, NOW...FOR MY FINAL ACT...

...I'M BRINGING THE CURTAIN DOWN ON YOU.

THE PLAY'S OVER, BAD BOY.

A WEBLINE TO THAT TRADE CENTER TOWER AND *THEN*... UH, OH...

MY WEB-SHOOTER'S *EMPTY!*

SWAAAM

I'M *FALLING* AND I'VE GOT TO TRY TO SWITCH THIS PIECE OF CRUD TO MY OTHER SIDE WITHOUT DROPPING *HIM*.

I HOPE YOU *APPRECIATE* THE THINGS I DO FOR YOU, ARMOR-BOY.

WELL, AT LEAST *THIS* WEB-SHOOTER WORKS.

THWIP

HOPE YOU LIKE BUNGEE-JUMPING.

'CAUSE YOU'RE GOING ON THE *WILD-EST* RIDE OF YOUR LIFE.

NO...

NO NEED TO *THANK* ME.

YOUR *CONTINUED* UNCONSCIOUSNESS IS THANKS ENOUGH.

HEY, *SPIDER*, NEED SOME HELP WITH THAT *HUMP*!?!

NO THANKS. I'LL BRING HIM *UP* TO YOU... C.O.D.

WELL, YOU STOP A *NUCLEAR TERRORIST*... SAVE A *REPORTER* FROM HIMSELF... YOU DO *ALL* THIS FOR NOTHING.

SO? *WHAT'S* YOUR POINT?

WHAT'S YOUR *MOTIVATION*, SPIDER-MAN? WHY RISK YOUR NECK FOR *US*?

BECAUSE I *CARE*. THAT'S ALL.

THANKS, GUYS. YOU CAN *HAVE* HIM.

THANKS FOR YOUR HELP, *SPIDER*.

I DON'T KNOW WHY YOU DO THIS STUFF, BUT I GUESS WE ALL HAVE OUR REASONS FOR WHAT WE DO.

I *RISK* MY NECK BECAUSE I *CARE*. THAT'S ALL THERE IS TO IT.

BY THE WAY, THE *DETONATORS* ARE WEBBED UP AND HIDDEN IN THE AIR VENT JUST OUTSIDE IN THE HALL.

IT MADE THE FRONT PAGE.

"Behind the Terror" by Ken Ellis

"When you look at this day's events, the Terror Unlimited crisis and how everyone handled it--it all seems so simple.

"But nothing could be further from the truth.

"Everyone who was involved in stopping these urban terrorists was a hero.

"Behind these individual heroes was their motivation... and that's when you realize...

"...nothing in life is simple. No matter who you are."

END.

MARVEL COMICS

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DOCTOR OCTOPUS™ IS DEAD--

--BUT HIS LEGACY OF TERROR LIVES ON!

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J. BYRNE & AL MILGROM
AFTER DINNER
AFTER JR JR

OTTO OCTAVIUS

STAN LEE PRESENTS: SPIDER-MAN AND THE SCARLET SPIDER!

AND NOW...

...THANKS TO DR. OTTO OCTAVIUS, MORE POPULARLY REFERRED TO BY THE MASSES AS DOCTOR OCTOPUS...

...IT'S WHERE IT ALL BEGAN ANEW!

NOTE: THIS STORY TAKES PLACE IMMEDIATELY FOLLOWING SPECTACULAR SPIDER-MAN#221.--ERIC

LOOKS LIKE THE *FEDS* GAVE THE LAB A GOOD *ONCE-OVER!*

TOOK *EVERYTHING* THAT WASN'T *NAILED DOWN!*

WELL...

...*ALMOST* EVERYTHING!

A SAMPLE OF THE *TOXIN!*

THIS STUFF WAS NEARLY MY *FINISH!*

WHO'D HAVE BELIEVED I'D OWE MY *FUTURE*--MY VERY *LIFE*...

...TO MY OWN *WORST ENEMY!*

*WHEN THE VULTURE'S BIRD TAGGED ME--RAKED ME WITH THOSE POISON-TIPPED TALONS--I THOUGHT THAT WAS ALL SHE WROTE!**

* SEE AMAZING SPIDER-MAN #396. --ERIC

BUT OCK HAD OTHER PLANS.

OTHER IDEAS!

WHAT WHIM OR CAPRICE DROVE HIM TO SAVE ME, I DON'T KNOW.

I MAY NEVER KNOW...

...SINCE HE WAS MURDERED SHORTLY THEREAFTER BY AN UNKNOWN ASSAILANT!*

SOME MIGHT THINK THAT VAGUELY POETIC -- "AN EYE FOR AN EYE"...

...A LIFE FOR A LIFE.

BUT NOT ME!

FACE IT, WEB-SLINGER...

...YOU OWE OCK BIG TIME FOR WHAT HE'S GIVEN YOU!

PAIN.

GRIEF.

AND A CHANCE TO WELCOME YOUR UNBORN CHILD INTO THE WORLD!

*AT THIS POINT IN TIME SPIDEY DIDN'T KNOW KAINE WAS RESPONSIBLE FOR DOC OCK'S DEATH. FOR FULL DETAILS SEE AMAZING #'S 396&397 AND SPECTACULAR #'S 220&221.--ERIC

ONE WAY OR THE OTHER, DOC...

...IT'S PAYBACK TIME!

FUNERAL FOR AN OCTOPUS
PART ONE

EIGHT ARMS BEYOND THE GRAVE

TOM BREVOORT & MIKE KANTEROWICH - WRITERS
STEWART JOHNSON - BREAKDOWNS
AL MILGROM - FINISHES
LORETTA KROL - LETTERER
CHIA-CHI WANG - COLORIST
ERIC FEIN - MOURNER
DANNY FINGEROTH - PALL-BEARER
BOB BUDIANSKY - UNDERTAKER

WESTFIELD CEMETERY

CNJM

KXBN

LOOKS MORE LIKE A CIRCUS THAN A FUNERAL DOWN THERE!

STILL, WHAT DID I EXPECT?

WOULDN'T FEEL RIGHT STIRRING UP ANY MORE OF A COMMOTION BY SWINGING IN UNINVITED!

FORTUNATELY...

...I CAME PREPARED!

OCK WAS ONE OF THE MOST NOTORIOUS CRIMINAL MASTERMINDS SINCE AL CAPONE...

...AND ONLY SLIGHTLY LESS PHOTOGENIC!

SINCE DOC'S FINAL ACT ULTIMATELY BENEFITED PETER PARKER...

...HE'S THE ONE WHO SHOULD PAY HIS LAST RESPECTS!

NEWS? HARDLY.

TRY EXPLOITATION... AND SENSATIONALISM!

AND SPEAKING OF SENSATIONALISM...

HEY! WATCH IT, FELLA!

THIS IS NEWS!

...THERE'S THE GUY WHO MADE IT A HOUSEHOLD WORD!

THAT'S THE TROUBLE WITH THESE TV NEWS-CASTERS, ROBBIE: NO INTEGRITY!

THEY'RE LIKE A PACK OF HUNGRY WOLVES... DISRUPTING THE DIGNITY OF THIS SOLEMN OCCASION FOR THE SAKE OF A FEW SOUND BYTES!

NOT LIKE THAT FULL-COLOR INSERT YOU WANTED IN THIS MORNING'S BUGLE, EH, JONAH?

HRRMPH! THAT'S DIFFERENT. THAT'S JOURNALISM!

GLAD YOU CAME, PETER. YOU CAN DO US BOTH A FAVOR...

...AND PASS ME A BARF BAG WHEN I START TO RETCH!

YOU'RE HERE AS A REPORTER, BETTY. TRY TO JUST DO YOUR JOB.

RIGHT. OCTOPUS NEVER DID A DECENT THING IN HIS LIFE! THE MAN WAS A MONSTER...

...YET HERE WE ARE ABOUT TO PAY HOMAGE TO HIS MEMORY!

AS FAR AS I'M CONCERNED, THEY CAN'T BURY OTTO OCTAVIUS DEEP ENOUGH! IF NOT FOR HIM...

...MY BROTHER BENNETT WOULD STILL BE ALIVE! *

* SEE AMAZING SPIDER-MAN #11 FOR THE DEATH OF BENNETT BRANT. --ERIC

DEAR FRIENDS...

...I AM ELIAS HARGROVE...

...AND WE ARE GATHERED HERE, UNDER GREY SKIES, TO BID FAREWELL TO MY COUSIN, DOCTOR OTTO OCTAVIUS.

HIS TIME AMONG US WAS ALL TOO BRIEF...

...BUT TO THOSE WHOSE LIVES HE TOUCHED...

...HE SHALL REMAIN... A MOST PROFOUND INFLUENCE.

WHEN I LOOK BACK, I PREFER NOT TO THINK OF HIM AS DOCTOR OCTOPUS, BUT RATHER AS THE BENEVOLENT... THE SENSITIVE... SOUL HE ONCE WAS.

THE SON OF A MIGRANT LABORER, GIFTED WITH A RESTLESS INTELLECT BEYOND HIS STATION.

A MAN OF SCIENCE, WHOSE GIFT BROUGHT HOPE TO OTHERS...

...BUT ONLY PAIN AND SUFFERING UPON HIMSELF.

HIS PATH...WAS SELDOM AN EASY ONE...

...WITH THIS, ITS ULTIMATE DESTINATION.

"THOU PREPAREST A TABLE BEFORE ME, IN THE PRESENCE OF MINE ENEMIES..."

SUCH A WASTE.

IF ONLY I COULD HAVE FREED HIM FROM HIS PSYCHOSES!

YOU WERE ONE SORRY, MANIPULATIVE PIECE OF WORK, DOC...

...BUT EVEN YOU RATED BETTER!

WELL, WELL, WELL...

...LOOKS LIKE I'LL HAVE THE CHANCE TO USE THAT OCTAVIUS OBITUARY AFTER ALL!

"THOU ANOINTEST MINE HEAD WITH OIL...

"MINE CUP RUNNETH OVER.

"SURELY, GOODNESS AND MERCY SHALL FOLLOW ME, ALL THE DAYS OF MY LIFE...

"...AND I WILL DWELL IN THE HOUSE OF THE LORD FOREVER."

I NEVER MET DOCTOR OCTOPUS... NOT REALLY!

MY MEMORIES OF HIM WERE ARTIFICIALLY IMPLANTED, NOT BASED ON ANY ACTUAL EXPERIENCE!

STILL, I KNOW HIM... DESPISE HIM... BY PROXY!

THE DOWNSIDE OF BEING THE CLONE OF PETER PARKER!

MAYBE, IN THE END...

...MEMORIES ARE ALL WE CAN TRULY CALL OUR OWN!

"BLESSED ARE THOSE WHO MOURN, FOR THEY SHALL BE COMFORTED.

"BLESSED ARE THE INNOCENT...

"FOR THEY SHALL SEE GOD."

SHOW'S OVER, REILLY. BETTER MAKE FOR THE HILLS...

...BEFORE PETER PARKER FINDS OUT THERE'S A NEW, SCARLET SPIDER IN TOWN!

HOURS LATER.

FINALLY!

THOUGHT THAT MOB WOULD NEVER CLEAR OUT!

BUT NOW THAT THEY HAVE...

...SPIDER-MAN CAN PAY HIS RESPECTS MANO A MANO!

WE WEREN'T SO VERY DIFFERENT, YOU AND I, DOC.

BOTH OF US BOOKISH... SHY...

IF NOT FOR THE GUIDANCE OF AUNT MAY AND UNCLE BEN...

...I, TOO, MIGHT HAVE LASHED OUT AT THE WORLD!

IT'S IRONIC...

BY SAVING ME...

...YOU'VE CAUSED ME MORE ANGUISH THAN EVER!

AND NOW THAT YOU'RE DEAD, THERE'S NO EASY WAY TO BALANCE THE SCALES BETWEEN US!

SO I GUESS I'LL HAVE TO SETTLE FOR BRINGING YOUR KILLER TO JUSTICE...

...AND PRAY THAT HELPS US BOTH *REST* A LITTLE *EASIER!*

I SUPPOSE I SHOULD FEEL SOME SMALL SENSE OF *RELIEF!*

NOW THAT *OTTO* IS DEAD, I'M OUT FROM UNDER HIS SLIMY *THUMB!*

ONE *MISTAKE*-- ONE SINGLE, SOLITARY, LONG-AGO LAPSE IN *JUDGMENT*...

...AND MY EXISTENCE WAS *FORFEIT* TO HIS *WHIMS!*

TAXI

BUT, WHAT'S *PAST* IS *PAST.*

PERHAPS NOW, I CAN GET *ON* WITH MY LIFE!

PERHAPS *NOW*, IT'S FINALLY...

...OVER.

HEY, *HARGROVE!*

I GOT SOMETHING FOR YOU!

OCK LEFT ORDERS TO *GIVE* THIS TO YOU IF ANYTHING EVER *HAPPENED* TO HIM!

NO THANKS, MISTER GERDES!

WHATEVER *DIRTY BUSINESS* IT MAY BE...

...I DON'T WANT ANY *PART* OF IT!

YOU'RE *ALREADY* PART OF IT, HARGROVE, ACTING AS OCK'S *GO-BETWEEN* ALL THESE YEARS!

AS OCTAVIUS' *ATTORNEY*, AND THE *EXECUTOR* OF HIS *ESTATE*, I HAVE *INSTRUCTIONS* TO CARRY OUT!

"AND...

"...REGARDLESS OF WHAT YOU MIGHT *BELIEVE*...

"...IT AIN'T OVER...

"...UNTIL THE DOC HAS SAID A FEW LAST WORDS!"

ELIAS HARGROVE...

IF YOU ARE WATCHING THIS, IT IS SAFE TO ASSUME THAT I AM DEAD.

WE HAVE NEVER BEEN WHAT ONE WOULD CONSIDER "CLOSE," COUSIN...

...BUT, AS MY LAST SURVIVING RELATION, I FEEL I OWE YOU SOMETHING!

THEREFORE, I HEREBY BESTOW UPON YOU LEGAL AND MORAL RIGHT TO ALL MY PATENTS, INVENTIONS AND WORLDLY GOODS!

IT FALLS TO YOU TO CARRY THE OCTAVIUS LEGACY FORWARD!

I HAD CONSIDERED YOU A WEAK MAN, COUSIN, BUT OF LATE, YOU HAVE DEMONSTRATED A HERETOFORE UNSUSPECTED RESOLVE!*

*IN THE LETHAL FOES OF SPIDER-MAN LIMITED SERIES. -- ERIC

THIS IS PROMISING, FOR, IF I'VE LEARNED ONLY ONE LESSON...

...IT'S THAT NONE BUT THE STRONG THRIVE IN THIS LIFE!

YOU HAVE PROVEN THAT YOU HAVE IT WITHIN YOURSELF TO BE STRONG!

THINK OF ALL YOU MIGHT ATTAIN...

...WITH THE FRUITS OF MY CEASELESS TOIL AND LABOR AT YOUR FINGER-TIPS!

THE POWER TO FORGE YOUR OWN DESTINY!

LISTEN CLOSELY NOW, ELIAS HARGROVE!

HERE IS WHAT YOU NEED DO...

"... TO CLAIM YOUR RIGHTFUL HERITAGE!"

THE LOCATION OF MY SECRET DROP-BOX IS KNOWN TO ONLY A SELECT FEW...

... AND YET, I HAVE BEEN SUMMONED!

CURIOUS.

...ANYONE WITH THE RESOURCE-FULNESS MY MYSTERIOUS HOST DEMONSTRATES...

...IS WORTHY OF THE VULTURE'S ATTENTION!

THOUGH I HAVE NO INKLING AS TO EITHER THE WHY OR THE HOW OF THIS IMPROMPTU GATHERING...

WELL, HI-DIDDILY-HO, NEIGHBOR!

HEY! IT'S THE ALL-NEW VULTURE!

THOUGHT YOU WERE IN THE PEN, GUY!

SPIDER-MAN?!

NO! SOME SECOND-RATE IMPOSTER!

THOK

THE ONE THE BUGLE CALLS "THE SCARLET SPIDER"!

UNMITIGATED BUFFOON!

KRAK

HEY, BIRDFACE--

-- I MIGHT NOT BE THE ORIGINAL WALL-CRAWLING WONDER...

...BUT I LIKE TO THINK THAT, AS #2, I TRY A WHOLE LOT HARDER!

TAKE THIS IMPACT WEBBING, F'RINSTANCE!

THOOP

IT SLICES, DICES, TRAPS AIR-BORNE REFUSE AND COMES IN THESE ENVI-RONMENTALLY FRIENDLY CANNISTERS!

PRETTY SPIFFY, HUH?

ARROGANT...

...INSECT!

PHOOM PHOOM

PHOOM PHOOM

HEY! CAREFUL WHERE YOU POINT THAT THING, TEX...

AARGH!

FTAK

FTAK

...IT MIGHT GO OFF!

THESE STINGER DARTS SHOULD KEEP YOU ON YOUR BEST BEHAVIOR...

...WHILE I CIRCLE 'ROUND...

...UP CLOSE AND PERSONAL!

BRAKK

...AND REVISIT THIS PROBLEM FROM A FRESH PERSPECTIVE!

NAMELY...

I HAVE NO QUARREL WITH YOU, SPIDER!

NOR HAVE I TIME TO WASTE IN FRUITLESS CONTENTION!

THUS...

PHOOOOOOM

K-RRMMMM-BL

BLAST YOU, VULTURE!

ENDANGERING INNOCENTS TO SAVE YOUR *OWN* WORTHLESS *HIDE*! JUST LIKE *OCK* ONCE DID...

...AND GWEN'S *DAD*, CAPTAIN *GEORGE STACY*, PAID THE *PRICE*! *

NO!

WELL, HISTORY WON'T *REPEAT* ITSELF!

THRUUK

I... ...*WON'T*... ...*LET IT*!

UHNFH!

* AMAZING SPIDER-MAN #90.--ERIC

ADIEU, YOU *WOULD-BE* WALL-CRAWLER!

PAF

GLOAT WHILE YOU *CAN*, LAUGHING BOY...

THIPT

A PITY *YOURS* IS SUCH A *HEAVY* LOAD TO BEAR!

...'CAUSE ONCE I CATCH UP TO THIS MINI-DOT TRACER'S *SIGNAL*...

"...YOU'RE GONNA CHOKE DOWN EVERY LAST ONE OF THOSE WORDS!"

KLIKT

WHIRRRRRR

YOU'RE LATE, TOOMES!

I WAS... UNAVOIDABLY DETAINED, HOBGOBLIN!

WHATSA-MATTER, VULTURE? SOMEONE SPRINKLE SALT ON YOUR TAIL?

IT MATTERS LITTLE WHO OR WHAT DELAYED HIM, ELECTRO! NOW THAT HE IS HERE...

...THE REMNANTS OF THE SINISTER SIX STAND REUNITED!

INTERLUDE.

A NONDESCRIPT FACTORY IN NASSAU COUNTY, LONG ISLAND...

...CAN'T *FORCE* THIS, REINHOLDT!

WE HAVE ONLY THE ONE WORKING MODEL, AND IF WE *WRECK* IT--

YOU, MORETTI, WERE *CONTRACTED* FOR THIS ASSIGNMENT BECAUSE YOU'RE THE FINEST *CYBER-JOCK* MONEY CAN BUY!

WE ENDURED NO *SMALL* DIFFICULTY WRESTING THIS EQUIPMENT FROM OUR "SISTER" AGENCIES!

OCTAVIUS' ARMS ARE A *MASTERWORK* OF *MULTIPURPOSE ORDINANCE ENGINEERING!*

YOUR JOB IS TO *REPLICATE* 'EM. *PLAIN* AND *SIMPLE.*

I'VE REQUISITIONED THE COMPUTER FILES AND EQUIPMENT WE *EXPROPRIATED* FROM THE GOOD DOCTOR'S LAB.

BUT THESE ENCEPHALOGRAPHIC *READOUTS* DON'T MAKE ANY *SENSE!*

MAYBE YOU CAN BUY A *CLUE* AMONG THE *REFUSE!*

NEITHER DO *BUMBLEBEES*, MORETTI!

THEY CAN'T *FLY*--NOT ACCORDING TO *EVERY* AERODYNAMIC PRINCIPLE IN THE *BOOK!*

DOESN'T STOP 'EM FROM *ZIPPIN'* UP AND *ZAPPIN'* YOU ON THE *KEESTER!*

IF THERE ARE *SECRETS* TO BE HAD, WE'LL *HARVEST* THEM!

ONE WAY OR THE OTHER!

PETER! YOU'RE BACK! THANK HEAVENS! WITH THE BABY ON THE WAY, IT'S MORE IMPORTANT THAN EVER THAT WE--

NOTHING. NO SIGN. NO TRACE.

IT'S AS THOUGH OCK'S KILLER SLIPPED THROUGH THE CRACKS SOMEHOW-- FELL OFF THE FACE OF THE EARTH!

BUT HE'S OUT THERE SOMEWHERE! AND IF I DON'T STOP HIM-- --HE'LL KILL AGAIN.

HEY, TIGER, YOU'RE STARTING TO SCARE ME!

NO ONE--NOT EVEN YOU--CAN BE RESPONSIBLE FOR EVERYONE!

BAD THINGS HAPPEN EVERY DAY, WITHOUT REASON...

...AND SPIDER-MAN CAN'T BE EVERY-WHERE AT ONCE!

I'M JUST GLAD YOU'RE HOME, HONEY.

I'M JUST GLAD YOU'RE HERE.

...GLAD YOU'RE HERE, GENTLEMEN!

I AM ELIAS HARGROVE, AND I HAVE CHOSEN TO CONDUCT THIS MEETING IN THIS FASHION FOR... OBVIOUS REASONS!

THE MISSION FOR WHICH I HAVE SUMMONED YOU IS A STRAIGHT-FORWARD ONE.

OTTO OCTAVIUS' NOTES AND EQUIPMENT HAVE BEEN CONFISCATED BY THE GOVERNMENT! YOU FOUR ARE GOING TO HELP ME RETRIEVE THEM!

IF YOU DON'T MIND MY ASKIN', POPS...

...WHY SHOULD WE BOTHER WITH OCK'S STUFF...

...OR WITH YOU, FOR THAT MATTER?

BECAUSE, DEAR FELLOW, THERE IS BOOTY ENOUGH FOR ALL...

...AND YOUR TIME AND EFFORTS SHALL BE RECOMPENSED ACCORDINGLY!

IN ADDITION, OTTO LEFT ME ENOUGH *INFORMATION* ON THE LOT OF YOU TO MAKE YOUR LIVES VERY, VERY *UNCOMFORTABLE*, SHOULD I SO CHOOSE!

I'VE NO INTENTION OF *USING* SAID INFORMATION, UNLESS MY HAND IS *FORCED*.

ALL I WANT IS WHAT'S *COMING* TO ME, NO MORE, NO--

THWAPP

SURE IS NICE THAT YOU CLOWNS ARE ALL TOGETHER!

WHO--?!

SAVES ME THE *TROUBLE* OF HAVING TO LOOK YOU UP *ONE* AT A *TIME*!

HHHHHH!!

OVER THERE!

THWAP

THWAP

THWAP

I WOULDN'T WORRY ABOUT OL' DOC OCK'S BOOTY IF I WERE YOU!

YOU'VE GOT MORE PRESSING CONCERNS...

...NAMELY ME!

AND THE SCARLET SPIDER IS GONNA TAKE GREAT PLEASURE...

...IN TAKING YOU OUT...

...PERMANENTLY!

NEXT: THE RACE FOR DOC OCK'S ARMS IS ON! IT'S GOT SPIDEY, THE SCARLET SPIDER, A GAGGLE OF VILLAINS AND A SURPRISE OR TWO, ALL IN JUST THIRTY SHORT DAYS!

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ENTER:

THE OCTO-SPIDER!

I WOULDN'T WORRY ABOUT RECOVERING DEAR, DEPARTED DOC OCK'S *LOOT* IF I WERE *YOU!*

THE SECRET HIDEOUT OF THE SINISTER SIX...

...IS SECRET NO MORE!

YOU'VE GOT MORE *PRESSING* CONCERNS...

...NAMELY *ME!*

AND I'M GONNA TAKE GREAT *PLEASURE...*

... IN TAKING YOU CLOWNS OUT, *PERMANENTLY!*

SPIDER-MAN?!

NO, ELECTRO, YOU FOOL! IT'S THE *OTHER* ONE!

THE SCARLET SPIDER!

STAN LEE PRESENTS:

FUNERAL FOR AN OCTOPUS

PART II

ARMED AND DANGEROUS

THIS STORY TAKES PLACE PRIOR TO THE EVENTS OF WEB OF SPIDER-MAN #123.--ERIC

TOM BREVOORT & MIKE KANTEROVICH
WRITERS

STEWART JOHNSON
BREAKDOWNS

AL MILGROM
FINISHES

LORETTA KROL
LETTERER

CHIA-CHI WANG
COLORIST

ERIC FEIN
EDITOR

DANNY FINGEROTH
GROUP EDITOR

BOB BUDIANSKY
EDITOR IN CHIEF

GOSH, IT'S GREAT TO BE NOTICED!

GUESS MY PRESS AGENT REALLY DOES KNOW HIS STUFF!

BUT I WONDER, WILL SUCCESS SPOIL AMERICA'S FAVORITE SWEAT-SHIRTED SENSATION?

FRA-Z

ZZZZZZAWUTTT

CEASE YOUR STRUGGLES, VULTURE...

...AND ALLOW THE SOLVENTS WITHIN MY ACIDIC MISTS TO DO THEIR WORK!

FSSSSSSSS

FASTER, MYSTERIO!

I'VE A MARKER TO SETTLE WITH THAT CRIMSON BUFFOON!

YOU MADE A BIG MISTAKE CHALLENGING US, INSECT!

NO ONE CAN STAND AGAINST THE SINISTER SIX!

SHREEE

PHOOM

PHOOM

FRAZZ

SINISTER SIX, HUH? LOOKS LIKE YOU COULD USE A REFRESHER IN REMEDIAL MATH, SPARKY--ESPECIALLY SUBTRACTION!

FORTUNATELY THE EQUIVALENCY PROGRAM AT RYKER'S ISLAND IS TORNOTCH!

THOKK

SPIDER-SENSE-- TINGLING!

BETTER MOVE IT, BEN...

...BEFORE THERE'S ONLY ONE PETER PARKER LEFT IN THE WORLD...

...AND IT AIN'T THE CLONE!

IN CASE YOU HAVEN'T BEEN FOLLOWING THE *TABLOIDS*...

...*I'M* THE GUY WHO PUT THE *HURT* ON *VENOM!**

EH...?

*SPIDER-MAN #53. -- FIN FANG FEIN

COMPARED TO 'OL *SLACK-JAW*, YOUR LITTLE *COFFEE KLATCH* IS STRICTLY *SECOND-RATE!*

I MEAN, IT TAKES *SIX* OF YOU TO *SCREW IN* A *LIGHT BULB*...

...AND NOW YOU'RE *DOWN* BY *TWO!*

WHUMP

THINK YOU'RE PRETTY CLEVER, DON'T YOU?

YOU'RE NOTHING MORE THAN A CHEAP FACSIMILE OF THE TRUE WALL-CRAWLER!

AND EVEN HE IS SCARCELY WORTHY OF MY ATTENTIONS!

FSSSSSSS

HEY, LOOK WHO'S CALLIN' THE KETTLE BLACK!

...AND, BELIEVE ME...

MISTER, I KNEW THE GREEN GOBLIN...

I FOUGHT THE GREEN GOBLIN...

PHOOM

THOK-K

...YOU'RE NO GREEN GOBLIN!

YOU... INSOLENT... LITTLE... UPSTART...

KHOOM

NO ONE MOCKS THE HOBGOBLIN!

ELECTRO! VULTURE! PIN HIM DOWN WITH A CROSSFIRE!

NO MATTER HOW AGILE THAT NIGGLING ANNOYANCE MIGHT BE...

...NOT EVEN HE...

...CAN AVOID THE ENTIRE CEILING!

WHAT WERE YOU THINKING, MACENDALE? YOU COULD'VE CRUSHED US ALL!

K-RRRRMMBLLL!!

AH, BUT I DIDN'T, ELECTRO!

IF YOU NO LONGER POSSESS THE STONES FOR THIS SORT OF THING...

...PERHAPS YOU SHOULD GO BACK TO BEING A POWER COMPANY LINEMAN!

HA HA HA

ELSEWHERE, IN AN APARTMENT OWNED BY ELIAS HARGROVE, LAST LIVING RELATIVE OF DOCTOR OCTOPUS...

WHAT AN UNMITIGATED DISASTER-- JUST AS I'D FEARED!

I ONLY HOPE THAT SPIDER CHARACTER DIDN'T CATCH A GLIMPSE OF MY FACE ON THE VIEWSCREEN...

...AND THAT THE SINISTER SIX'S REPUTATION FOR DISCRETION IS WELL-EARNED!

IN ANY EVENT, THE WHEELS OF MY LATE COUSIN'S PLAN FOR ME TO RECLAIM HIS POSSESSIONS HAVE BEEN SET INTO MOTION...

KLIK

...AND I MAY RESUME PLAYBACK OF OTTO'S LIVING WILL TO RECEIVE MY NEXT SET OF INSTRUCTIONS!

IF YOU ARE VIEWING THIS PORTION OF THE TAPE, ELIAS, IT IS SAFE TO ASSUME THAT YOU HAVE SUCCESSFULLY COMPLETED PHASE ONE.

VERY GOOD. NOW...

...THIS IS WHAT YOU MUST DO NEXT.

THESE INSTRUCTIONS MUST BE FOLLOWED TO THE LETTER. IF--

WHA--!

IT'S... UNBELIEVABLE!

NO NEED TO GO ANY FURTHER, DEAR COUSIN...

...I ALREADY KNOW WHAT NEEDS TO BE DONE!

A SECRET GOVERNMENT BASE IN NASSAU COUNTY, LONG ISLAND...

...DONE AS YOU'VE ASKED, REINHOLDT!

IF OUR PRELIMINARY TESTS HOLD WATER, THAT ENCEPHALO-HELMET SHOULD RECONFIGURE THE WEARER'S BRAIN WAVE PATTERNS TO MATCH THOSE OF OCTAVIUS, ALLOWING HIM TO MANIPULATE THE ARMS!

OCK'S FILES YIELDED A VERITABLE CORNUCOPIA OF DATA!

THE MAN WAS DECADES AHEAD OF HIS TIME!

YOU'RE NOT TOO SHABBY YOURSELF, MORETTI!

THE AGENCY SHOULD BE VERY PLEASED. REMIND ME TO PUT YOU IN FOR A--

INTRUDER ALERT! WE'VE GOT A PERIMETER BREACH!

SCRAMBLE ALL UNITS -- ASAP!

EEOOEEOOEEOOEEOOE

REINHOLDT TO SECURITY!

WHAT THE DEVIL'S GOING ON DOWN THERE?

THIS INSTALLATION'S SUPPOSED TO BE TOP SECRET!

I KNOW, SIR...

"...BUT SOMEBODY FORGOT TO TELL THEM!"

HA! HA! HA! HA! HA! HA!

THE SIGNAL ON THE *TRACKING DEVICE* WHICH HARGROVE SO KINDLY SUPPLIED *EMANATES* FROM WITHIN THIS *WAREHOUSE!*

FWAASH FWAASH

PHOOM PHOOM PHOOM PHOOM PHOOM

ELECTRO! MYSTERIO!

SHRA-ZAAK!

DON'T GET YER *PINFEATHERS* IN AN *UPROAR--*

--WE'RE RIGHT BEHIND YOU!

BY ALL *MEANS*, MY FRIENDS, STAY *CLOSE*...

"...AND MAKE MY TASK ALL THE EASIER!"

NOW TOGETHER, ON MY ORDER!

HEY! WHO DIED AND MADE YOU KING OF THE HILL?

I WOULD THINK THAT TO BE OBVIOUS, ELECTRO!

THEY'RE THROUGH!

KRA-KOOOOOM

QUICKLY! SALVAGE THE DOCUMENTATION...

...BEFORE OUR WORK IS LOST!

ROSS! ANDREW! GET THOSE ARMS ON A TRANSPORT!

WE'LL KEEP THEM OFF YOUR BACK, UNTIL--

THINK SO, HUH?

PHOOOM

FRA-KA-A-A

WELL, I'VE GOT A NEWSFLASH FOR YOU! G-MAN...

...YOU DON'T KNOW WHO YOU'RE DEALING WITH!

YEEE-ARGGGHHH!

PRETTY SMOOTH, HUH?

WE SHOULD DO THIS MORE OFTEN!

SPARE US YOUR CHEST-THUMPING, DILLON! YOU IMPRESS NO ONE!

LET'S SEEK OUT WHAT WE CAME FOR AND BEGONE!

OVER THERE! LOOK!

OCTAVIUS' ARMS.

HARDLY THE PRIZE WE SOUGHT...

...BUT STILL--

UH-UH, BOYCHIK!

THWAPP

YOU CAN LOOK...

...BUT YOU BETTER NOT TOUCH!

BESIDES, THOSE GARISH ACCESSORIES WOULD CLASH WITH YOUR SHINY NEW WARDROBE!

SPIDER-MAN?

WELL, IT AIN'T THE JERKY BOYS!

I WAS LOOKING FOR OCK'S KILLER, NOT HIS CRONIES, BUT THAT STRANGE BLIP I PICKED UP WITH MY SPIDER-SENSE DREW ME STRAIGHT TO 'EM!*

AND FAR BE IT FROM ME NOT TO PUNCH A GIFT HORSE IN THE MOUTH!

KILL HIM!

SQUASH THAT INSECT LIKE--

*FROM THE MINIDOT TRACER THE SCARLET SPIDER ATTACHED TO THE VULTURE LAST ISSUE! --ERIC

TSK TSK!

HOW MANY TIMES I GOTTA TELL YOU GUYS...

...IT'S ARACHNID! ARACHNID!

YOU KNOW...

...THEY SAY THAT VIOLENCE...

...IS THE FIRST REFUGE OF THE INCOMPETENT!

OOPS! FORGOT WHO I WAS *TALKING* TO FOR A MINUTE!

PHOOM PHOOM PHOOM

STILL, I'M SURE YOU'LL *FORGIVE* THE *FAUX PAS*...

"...I CAN *SURREPTITIOUSLY* *SECURE* THE ITEM OF INTEREST! AND LEAVE JUST AS I ARRIVED-- *UNSEEN!*"

THINK *AGAIN*, SPIDER-MAN!

MY STRATEGY IS WORKING *PERFECTLY!*

WHILE THOSE FOUR *IMBECILES* KEEP THE WEB-SLINGER AND THE DEFENSE FORCES *OCCUPIED*...

OH-HO, THE OLD "MIST-UP-THE-SLEEVE" BIT, EH?

I AM *SO-OOOO* SCARED!

LISTEN UP, MYSTY...

OR...

...IN WORDS OF *ONE* *SYLLABLE* FOR THE *INTELLECT-UALLY* *CHALLENGED*...

THESE ARE THE *BIG* *LEAGUES*, NOT "STAR SEARCH '95!"

SO YOU MIGHT WANNA *RETIRE* THAT BUBBLE, BEFORE YOU GET SERIOUSLY *HURT*... LIKE *OCK!*

... DON'T DO THE CRIME...

...IF YOU CAN'T DO THE TIME!

WHUMP

GET THE IDEAAAAAAAA--

FRAAZ

ZZZKRRRRRRKK!

THAT WAS ONLY A HYPER-STATIC BURST TO GET YOUR ATTENTION, WALL-CRAWLER!

I WANT TO SEE YOUR EXPRESSION WHEN YOU DIE!

THAT'D BE A PRETTY GOOD TRICK, ELECTRO.

...SINCE I'M WEARING A FULL FACE-MASK!

YOU WON'T BE TALKING SO SMART...

...ONCE I REALLY POUR ON THE JUICE!

SHA-RAAAAAK!

YOW!

WHATEVER HAPPENED TO THE *TOUCHY-FEELY* MAX DILLON I *KNEW* AND *LOVED*?

FRA-ZAAAAKT

EITHER ELECTRO'S BEEN FOLLOWING A *TWELVE-STEP SELF-ESTEEM PROGRAM*...

...OR HE ATE HIS *WHEATIES FOR BREAKFAST!*

MAYBE OCK CAN SAVE MY BACON *TWICE* IN ONE LIFETIME!

USE HIS *ARMS* AS A *LIGHTNING ROD* TO ATTRACT--

CAN'T LET HIM GET THE ARMS...

A BARAGE OF PUMPKIN BOMBS SHOULD STOP HIM.

THAT'S...

...FAR...

SKA-REEEEEEEEEEEEEE

...ENOUGH!

WA-THOOO

IS THE WALL-CRAWLER--?

FINISHED!

I-I CAN'T SEE--

STAY ALERT IN CASE--

WHOK

THOKK

KRAKK

THUDD

DON'T BAIL OUT NOW, GUYS!

THE PARTY'S JUST GETTING STARTED!

AND...

...IN CASE YOU COULDN'T TELL...

...SOMETHING NEW HAS BEEN ADDED TO THE MIX!

SAY HELLO... TO THE AMAZING OCTO-SPIDEY!

MY, BUT AREN'T YOU THE BRIGHT BOY!

GET BACK!

HE'S GOT THE HELMET AND OCTOPUS' ARRRRR--!

THROKK

I COULD GET TO LIKE THIS!

STILL A LITTLE SHAKY ON THESE FOUR NEW PINS...

BUT BETWEEN THEIR REACH...

...AND MY HANDY-DANDY SPIDER-SENSE...

WHOK

"...I'D SAY THE TIDE'S ABOUT TO TURN IN MY FAVOR!"

H-HE'S UNSTOPPABLE!

UNSTOPPABLE? HARDLY!

THE ARACHNID MAY NOW MORE RESEMBLE HIS NAME-SAKE...

...BUT A WELL-AIMED PLASMA-BOLT WILL STILL MAKE SHORT WORK OF HIM!

KRAKK

TRUE ENOUGH, BIRD-BRAIN...

...BUT YOU'VE GOTTA TAG ME FIRST!

WHAT'S YOUR HURRY, FELLAS? I COULD KEEP THIS UP ALL NIGHT!

HRRUMPH! NO STAMINA!

OVERCONFIDENT BUFFOON!

YOU SHALL LEARN...

...NEVER TO TURN YOUR BACK ON THE HOBGOBLIN!

SHRRAKKLE

HOLY--!

SPIDER-SENSE WARNED ME... BUT WITH THESE TENTACLES ATTACHED I COULDN'T DODGE IN TIME!

SUDDEN SHOCK MUST'VE OVERLOADED THE HELMET'S COMMAND CIRCUITS!

I'M OUT OF CONTROL!

THE ARMS ARE ON TIGHT...

... AND I CAN'T GET 'EM OFF!

THE SHOCK WEAKENED ME, TOO!

LET THE OTHERS TAKE THE FALL, MYSTERIO!

AT LEAST WE'RE SAFE!

"SAFE?"

K-RUUK!

THERE IS NO SAFETY...

KER-RAAK!

...WHILE YOUR ILK ROAMS THE NIGHT!

THOOM

W-WHO--

WHO ARE YOU...?

PATIENCE, MAXWELL DILLON! YOU'LL HAVE YOUR TURN...

...ONCE I'VE BESTOWED UPON YOUR COMPANION...

...THE MARK...
...OF KAINE!
NEXT: THE CONCLUSION!

MARVEL COMICS

SPIDER-MAN: FUNERAL FOR AN OCTOPUS

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RON LIM '95
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MILLER

SMOOTH MOVE, "HERO"!

THOUGHT YOU WERE SOOO SMART--USING DOC OCK'S ARMS TO NAIL HIS CRONIES IN THE SINISTER SIX!

WELL, WHO'S SORRY NOW, PARKER?

THESE CRAZY THINGS'VE RUN AMOK...

...AND THEY'RE TAKING YOU ALONG FOR THE RIDE!

STAN LEE PRESENTS:

FUNERAL FOR AN OCTOPUS PART III

A FAREWELL TO ARMS!

TOM BREVOORT & MIKE KANTEROVICH--WRITERS
TOD SMITH-- BREAKDOWNS
MILGROM, S. BUSCEMA & HUDSON--FINISHES
DAVE SHARPE-- LETTERER
CHAI-CHI WANG -- COLORIST
ERIC FEIN -- UNDERTAKER
DANNY FINGEROTH -- OVERTAKER
BOB BUDIANSKY -- CRYPT-KEEPER

PULL BACK!

HE'S OUT OF CONTROL!

GOT THAT RIGHT, PAL!

TENTACLES ARE FLAILING WILDLY-- THROWING ME OFF-BALANCE!

CAN'T GET ENOUGH LEVERAGE TO--

WHOA! SPIDER-SENSE GOING CRAZY!

KRA-KOW!

LOOKS LIKE THE CAVALRY'S ARRIVED...

...ONLY THEY THINK I'M THE BAD GUYS!

KEEP FIRING! THE ARMS MUST NOT BE ALLOWED TO ESCAPE!

WITH THE ENCEPHALO-HELMET INOPERATIVE, OCTAVIUS' APPENDAGES ARE SCRAMBLING THE WEB-SLINGER'S MENTAL COMMANDS!

TAKE HIM DOWN AND THEY SHOULD DROP LIKE A STONE!

WELL, ISN'T *THAT* THE CHEERY THOUGHT!

NOT THAT IT'S GONNA *DO* 'EM A WORLD OF *GOOD!*

KRRRR

OCK'S ARMS ARE PRETTY *DEFT* AT *SELF-PRESERVATION!*

OOOOMMM!

AAAAAAHH!

ACTUALLY...

THWIP!

A LITTLE *TOO* DEFT!

IF I CAN'T MAKE THESE BABIES *TOE* THE *LINE*...

"...SOMEONE'S GONNA WIND UP *DEAD!*"

KRKK!

K-RULK!

I'M *FREE!*

SPIDER-SENSE LET ME *ROLL* WITH THE *BLOW--EVADE* THE LARGER CHUNKS OF *RUBBLE!*

EVEN *SO*, THE IMPACT REALLY *KNOCKED* ME FOR A *LOOP!**

...BUT I'D LAY *DOLLARS* TO *DOUGHNUTS* THAT MOUSY GUY I SAW ON THEIR VIEW-SCREEN *DOES!*

REMEMBER HIM FROM OCTOPUS' *FUNERAL*-- *ELIAS HARGROVE*, DOC'S LAST LIVING *RELATION!*

THROOM!

THAT'S WHAT I GET FOR TAKING THE *SINISTER SIX* SO *LIGHTLY!*

ALMOST ENOUGH TO MAKE A *CLONE* WANT TO HANG UP HIS *WEBS*-- *ALMOST!*

DON'T KNOW WHAT THEY'RE *PLANNING*...

AND...

...ONCE I'VE *FINISHED* MY LITTLE *TÊTE-À-TÊTE* WITH THE DIVINE *MISTER HARGROVE*...

* THE SCARLET SPIDER WAS BURIED BENEATH FALLING RUBBLE LAST ISSUE, REMEMBER?--ERIC

"...IT'S *PAYBACK* TIME!"

PATIENCE, ELECTRO! YOU'LL HAVE YOUR *TURN*...

...ONCE I'VE *BESTOWED* UPON YOUR *COMPANION, MYSTERIO*...

...THE *MARK*...

...OF *KAINE!*

SUCH IS THE FATE AWAITING *ALL* YOUR ILK!

MY GRIM *VISIONS* OF *TOMORROW* MUST BE *AVERTED!*

WHA--?!

AN AUTOMATON!

THEN BECK WAS NEVER TRULY PRESENT!

KLIK!

FSSS!

WHRRR!

I...

...HAVE...

...BEEN...

...DENIED!

SKA-RASH!

AW...

...NOW AIN'T THAT TOO FREAKIN' BAD!!

MYSTERIO MAY BE A LITTLE ON THE RUSTY SIDE...

...BUT AT LEAST THAT COWARD'S *ROBOT* GAVE ME A CHANCE TO TURN UP THE *JUICE!*

THIS NIGHT IS NOT A *TOTAL* LOSS!

I YET HAVE THE *OPPORTUNITY* TO ELIMINATE *YOU!*

FRA-ZAAKKT!

FRA-ZAAKKT

YOU'RE STILL *STANDING?!*

WH-WHAT *ARE* YOU?

ALL YOU NEED *KNOW* OF ME...

...IS THAT I *AM*...

...YOUR *DEATH!*

KRAKK!

THESE ARMS ARE GOING TO BE THE *DEATH* OF THESE *RENT-A-COPS* IF I DON'T DO SOMETHING, *FAST!*

IF ONLY THEY'D *BACK OFF*-- GIVE ME A CHANCE TO WORK MY WAY *LOOSE!*

BUT *NO-O-O!*

SPREAD OUT! SURROUND HIM! KEEP HIM *PINNED DOWN!*

WIDEN THE *PERIMETER...*

...THEN HIT HIM FROM *ALL SIDES!*

YIKES!

TALK ABOUT *DEDICATION!*

THESE BOZOS DON'T CARE IF THEY *LIVE* OR *DIE*...

...SO LONG AS THEY DO THEIR *JOB!*

UNFORTUNATELY, I DON'T HAVE THAT *LUXURY!*

CAN'T LET 'EM COME TO *HARM*...

...NOT IF IT'S WITHIN MY POWER TO *PREVENT* IT!

THERE! FINALLY GOT A SOLID *GRIP* ON THE *ARMATURE!*

COME ON, WEB HEAD... YOU CAN *DO* THIS!

OCK'S TENTACLES ARE *TOUGH*...BUT *NOTHING* IS *INDESTRUCTABLE!*

GOTTA... KEEP... *PULLING*... UNTIL...

SPIDER-MAN
NGGI

WHEW! NOW THAT'S MORE LIKE IT!

FSSS

DO YOU REALIZE WHAT YOU'VE DONE?

FSSS

FSSS

THOSE ARMS WERE THE VERY PINNACLE OF ENCEPHALO-RESPONSIVE PROSTHETICS TECHNOLOGY!

NOW THEY'RE NOTHING BUT SCRAP METAL!

OUR RESEARCH WAS GOVERNMENT SANCTIONED, YOU VANDAL! UNCLE SAM'S GOING TO HAVE YOUR HIDE FOR--

THWIP!!

MRRPH!

HEY, DON'T BOTHER TO THANK ME, CURLY...

...JUST REMEMBER ME COME CHRISTMAS!

CAN'T WASTE ANY MORE TIME ON SOCIAL NICETIES...

"...NOT WHILE THE SIXERS ARE STILL ON THE LOOSE!"

FAREWELL, MISCREANT! I SEND YOU TO JOIN YOUR FALLEN LEADER, OCTAVIUS...

...IN OBLIVION!

EH?

SPIDER-MAN?!

THE TIME IS NOT YET RIGHT FOR HIM TO UNCOVER THE TRUTH OF MY EXISTENCE! x

I MUST WITHDRAW!

x THIS STORY TAKES PLACE SHORTLY BEFORE SPIDEY MET UP WITH KAINE. --ERIC

WELL, WHADDAYA KNOW!

I SWING OUT LOOKING FOR THE ONES THAT GOT AWAY...

...AND TWO OF 'EM HAVE BEEN LAYED OUT ON A SILVER PLATTER!

THE SPIDER-FAIRY MUST BE ON CALL TONIGHT!

ONLY...

...MYSTY'S A ROBOT?!

HMM... CURIOUSER AND CURIOUSER!

WONDER WHAT WHEN DOWN HERE!

"COULD HE AND ELECTRO HAVE HAD A FALLING OUT?"

OUT WITH IT, GERDES!

YOU WON'T MAKE A FOOL OF ELIAS HARGROVE ANY LONGER!

WHAT'S YOUR ANGLE?

WHUMP

ANGLE?

DON'T PLAY THE INNOCENT WITH ME, LAWYER!

YOU KNOW FULL WELL WHAT'S ON MY MIND!

THIS TAPE YOU GAVE ME-- OTTO'S LIVING WILL...

...IS A FRAUD!

WHOEVER COMPUTER-COMPOSITED THE IMAGERY KNEW A GREAT DEAL ABOUT MY COUSIN!..

...BUT APPARENTLY LITTLE ABOUT THE LAWS OF OPTICS!

I NOTICED CERTAIN REFLECTIONS IN OTTO'S GLASSES WERE INVERTED-- A PATENT IMPOSSIBILITY!

THE CULPRIT NEARLY HAD ME FOOLED, BUT HIS OWN SENSE OF PANACHE PROVED HIS UNDOING!

YOU POSSESS A DISCERNING EYE, MY FRIEND. IT SEEMS UNCOMMON INTELLIGENCE RUNS IN YOUR FAMILY!

I'LL NEED TO PAY MORE ATTENTION TO SUCH FINE DETAILS...

...THE NEXT TIME I HURRIEDLY DOCTOR A VIDEOTAPE!

S-STAY BACK!

BLAM!

BLAM!

ENOUGH GUNPLAY, ELIAS! AS YOU CAN SEE IT'S ENTIRELY FUTILE!

THERE'S SIMPLY NO HARM YOU CAN DO TO A MAN...

...WHO IS NO MORE THAN A HOLOGRAPHIC PROJECTION!

MYST-- MYSTERIO?!

K-RUK-T!

YOU SEE, OVER THE YEARS, YOUR LATE COUSIN HAD ACCRUED A VAST STOREHOUSE OF INFORMATION ON THE CITY'S MAJOR UNDERWORLD FIGURES!

INFORMATION WHICH COULD PROVE QUITE--DAMAGING--SHOULD IT EVER COME TO LIGHT...

...OR INVALUABLE IN THE RIGHT HANDS!

THUS, I ARRANGED TO RELIEVE THE AUTHORITIES OF IT--ALBEIT IN A DELIGHTFULLY BYZANTINE MANNER!

AH, BUT EVEN THE BEST LAID PLANS OFT CONTAIN A FATAL FLAW!

OCTAVIUS HAD CONFIGURED THE DISK IN SUCH A WAY THAT, WITHOUT THE PROPER DECRYPTION SEQUENCE...

...THE CONTAINMENT VESSEL WOULD SPONTANEOUSLY SELF-DESTRUCT!

THAT'S THE OTHER REASON I ENGINEERED YOUR INVOLVEMENT! AS OCTOPUS' CLOSEST LIVING RELATIVE, SURELY YOU MUST BE PRIVY TO THIS CODE!

QUITE SO, HARGROVE!

I SHOULD THANK YOU FOR JOINING ME!

TELL ME...

...AND YOU MAY YET LIVE TO SEE TOMORROW!

I HID IN PLAIN SIGHT WHILE I SURREPTITIOUSLY ACCRUED THE SOUGHT-AFTER DATA-DISK DURING THE MELEE AT THAT GOVERNMENT RESEARCH CENTER!*

ONCE IN MY POSSESSION, I HOPED TO PUT THAT INFORMATION TO FULL AND EFFECTIVE USE!

AND IF ANY MISHAPS WERE TO OCCUR, YOU WOULD BE THE ONE TO TAKE THE FALL!

YOU'VE SAVED ME THE EFFORT OF PAYING A PERSONAL CALL!

B-BUT I DON'T--

--I DON'T KNOW ANYTHING!

*FUNERAL #2, PAGE 19.--KNEW IT ALL ALONG ERIC

WHERE'S YOUR SENSE OF *HOSPITALITY*, MYSTERIO?

YOU'RE REQUIRED TO SERVE *COGNAC* AND *BRIE* AT THESE SOIREES BEFORE YOU *MANHANDLE* THE *GUESTS*!

JUST AS I *SUSPECTED*-- YOU REALLY *CAN'T* SEE THROUGH THAT *DESIGNER FISHBOWL*, *CAN* YOU?

THE MONIKER'S *SCARLET SPIDER*. TWO *ESSES*. ACCENT ON THE *FIRST*!

SK

RAASH!

MAYBE I SHOULD HAND OUT *BUSINESS CARDS*!

BUT... *HOW*--??

SPIDER-MAN?!

WOULDJA BELIEVE THE *PHONE BOOK*?

AFTER I *DUG* MYSELF OUT OF THE *RUBBLE*, I LET MY *FINGERS* DO THE *WALKING*... AND SCOPED OUT THE *ADDRESS* OF HARGROVE'S *APARTMENT*!

JUST AS I'D *HOPED*...

...HE LED ME STRAIGHT TO WHERE THE *ACTION* IS !!!

PERHAPS...

...MORE ACTION...

...THAN YOU BARGAINED FOR IMPOSTER!

OH, GET REAL, QUENTIN! DON'T YOU EVER UPDATE YOUR MATERIAL?

HOLOGRAPHIC PROJECTORS? HALLUCINOGENIC GAS?

BEEN THERE, DONE THAT!

SAVE THE DAVID COPPERFIELD ACT FOR SOMEONE WHO--

LINGH!

KRAK!

THUPT THUPT THUPT

FORGOT HIS BUILT-IN JAMMERS COULD BLOCK MY SPIDER-SENSE!

BETTER PLAY THIS BY THE NUMBERS!

PEPPER THE LOT OF 'EM WITH IMPACT WEBBING!

NO DICE! EVERY ONE OF EM'S AS PHONY AS...WELL, AS A FIVE-YEAR OLD CLONE!

SO WHERE'S--

HEY, WAITAMINUTE!

THUPT

THE ANSWER'S BEEN STARING ME RIGHT IN THE FACE!

THWAAPT

EXCELLENT, MY ERZATZ OPPONENT!

YOU'VE CORRECTLY REASONED THAT...

...ALL IS SELDOM AS IT APPEARS

YES!

A PITY YOU UNCOVERED MY DECEPTION, SPIDER!

BIG SURPRISE, GIVEN WHO I'M FIGHTING!

FIGURED YOU'D PULLED A FAST ONE-- MADE THE SWITCH WITH HARGROVE WHEN YOU RELEASED YOUR MIST...

...AND THE PROOF IS CATCHING FORTY WINKS BEHIND THAT DESK!

YOU'VE FORCED ME TO TAKE MEASURES I'D SOONER HAVE AVOIDED...

...TO ENSURE THAT YOU *TROUBLE* ME NO *FURTHER!*

KLIKT!

TH-THE *DATA-DISK!*

WITHOUT THE *DECRYPTION CODE--!*

KLIKT!

I GET THE *PICTURE*, HARGROVE!

HANG *TIGHT...*

BA-WHRO

...'CAUSE WE ARE OUTTA HERE!

NO TIME TO GRAB MYSTERIO, TOO!

OOOM!

EPILOGUE

NOT MUCH POINT GOING BACK *IN* AFTER *MYSTERIO*-- THE *BLAST* TOOK OUT THE ENTIRE *FLOOR!*

HE *COULDN'T* HAVE SURVIVED...

...ASSUMING THAT WAS REALLY *HIM* IN THE *FIRST* PLACE!

MISDIRECTION ALWAYS *WAS* HIS *STRONG SUIT!*

NAH.

MAYBE I'M JUST GETTING *SOFT* IN MY OLD AGE...

...BUT...

...JUDGING BY WHAT I *HEARD* OUTSIDE GERDES' *OFFICE*...

...YOU WERE A *DUPE*...

...IF NOT ENTIRELY AN *INNOCENT* ONE!

WHATEVER *HOLD* YOUR COUSIN HAD *OVER* YOU ENDED WITH HIS *DEATH!*

YOU'RE FREE TO MAKE YOUR *OWN* CHOICES-- WITHOUT YOUR *LINEAGE* FORCING YOU

BUT IF I HEAR YOU'VE CHOSEN TO *PURSUE* THE FAMILY *VOCATION*...

...YOU'LL SEE ME *AGAIN* -- AND IT WON'T BE *PRETTY!*

KOFF KOFF

I IMAGINE YOU'LL BE ESCORTING ME TO THE *AUTHORITIES* NOW.

EPILOGUE II

IT'S FUNNY...

I STARTED OUT LOOKING FOR ANSWERS...

...AND, EVEN THOUGH I'VE COME UP DRY, I FEEL STRANGELY LIBERATED!

ONE THING I DO KNOW...

I SAVED SOME LIVES TONIGHT...

...AND IT FELT PRETTY DARN GOOD!

WHEN DOC OCK BROUGHT ME BACK FROM THE BRINK, HE MADE IT ALL POSSIBLE!

IN A WAY, I AM HIS LIVING LEGACY!

AND I WON'T LET HIM DOWN!

I'LL FIND YOUR KILLER, DOC--SOONER OR LATER--AND BALANCE THE SCALES BY BRINGING HIM TO JUSTICE!

IT'S THE LEAST I CAN DO!

'CAUSE, AS A WISE MAN ONCE TAUGHT ME...

...WITH GREAT POWER...

...MUST COME GREAT RESPONSIBILITY!

AND THE STORY DOESN'T END HERE. PICK UP SPIDER-MAN UNLIMITED #9, WHERE KAINE CONTINUES HUNTING SPIDEY'S DEADLIEST FOES!

MARVEL COMICS

SMOKE AND MIRRORS 1 OF 3

WEB OF SPIDER-MAN

$1.50 US
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THE SECRET OF THE JACKAL™

STEVEN -94-

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE! AND NOW HE'S GOT HIS RETURNED CLONE TO CONTEND WITH!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

SMOKE AND MIRRORS PART 1

THE CALL

I HATE MYSELF FOR LOVING THIS.

J.M. DEMATTEIS	PLOT
TODD DEZAGO	SCRIPT
STEVEN BUTLER	BREAKDOWNS
RANDY EMBERLIN	FINISHES
STEVE DUTRO	LETTERS
KEVIN TINSLEY	COLORS
ERIC FEIN	EDITS
DANNY FINGEROTH	GROUP EDITS
BOB BUDIANSKY	CHIEF

I SHOULDN'T BE DOING THIS--I HAVE NO RIGHT TO DO THIS--THIS ISN'T MY LIFE--

--AND IT ISN'T THE REASON I CAME BACK TO NEW YORK!

BEING THE HERO IS PETER'S GIG--

--BUT I COULDN'T RESIST THE NIGHT!

AND THOUGH I KNOW IT'S WRONG--I FEEL EXHILARATED BY IT--LIBERATED--

HUH...?!

SPIDER-SENSE THUNDERING IN MY HEAD! BUT WHY WOULD--

--THE JACKAL!!

UNGH! MUST'VE BLACKED OUT... SPIDER-SENSE HIT ME LIKE A BLOW... FALLING...

...THAT COULDN'T HAVE BEEN THE JACKAL... PROFESSOR MILES WARREN IS...

...DEAD...!

IT CALLED TO ME--TEMPTED ME LIKE SOME VORACIOUS DEMON--

--AND BEFORE I COULD STOP MYSELF, I WAS WEBBING MY WAY THROUGH THE DARKENED STREETS--STOPPING CAR-JACKINGS AND ATM HOLDUPS--

--PLAYING AT BEING A SPIDER-MAN

--PLAYING AT BEING THE HERO!

„DISORIENTED„ CAN'T SHOOT WEB IN TIME„

... HAVE TO ROLL WITH IT

UNGH!

WHY DO THESE VISIONS--MEMORIES-- WHATEVER THEY ARE-- FEEL LIKE THEY'RE TUGGING AT THE DEEPEST PART OF ME--

--GUIDING ME TOWARDS SOMETHING I SHOULD KNOW--SOMEPLACE I SHOULD GO?! BUT I DON'T KNOW WHAT OR WHERE IT IS!

YOU'VE HAD ME VERY WORRIED, YOUNG MAN. I'VE SCOURED THIS ENTIRE CITY LOOKING FOR YOU--

--BUT EVERYTHING'S GOING TO BE FINE, NOW--

--PETER.

...PETER?

--WHA?!

...PETER?!

TH-THE JACKAL?! IT MUST BE A LINGERING EFFECT OF THE VIRUS--I--

SHAKE A LEG, LOVER.

I MUST BE HALLUCINATING.

BUT WHY WARREN? AFTER ALL THESE YEARS.

YOU KNOW HOW CROWDED DECARLO'S GETS--

--AND WE DON'T HAVE RESERVATIONS.

SO BE PERFECTLY HONEST, MR. PARKER--HOW DO I LOOK?

...HUH? OH...UM, FINE, HONEY--

--YOU LOOK GREAT.

YOUR HAIR LOOKS GOOD PINNED UP LIKE THAT.

TRY TO TONE DOWN THE ENTHUSIASM, TIGER--YOUR COMPLIMENTS ARE GOING TO MAKE MY HEAD SWELL.

HEY...I'M SORRY

YOU ARE THE MOST WONDERFUL...THE MOST BEAUTIFUL...THE MOST MAGNIFICENT WIFE A MAN EVER HAD. NOT A DAY GOES BY THAT I DON'T THANK GOD FOR BRINGING YOU INTO MY LIFE!

I'VE MISSED YOU SO...I'VE MISSED US!

NOW THAT--IS MORE LIKE IT!

I DO LOVE YOU SO--NOW AND FOREVER WITH ALL MY HEART--

--GWEN--

--HUH?!

--HUH?!

PETER--WHAT'S WRONG? WHAT IS IT?

I--I GUESS I'M STILL A BIT SHAKY FROM THAT VIRUS, MJ--IT MUST'VE KNOCKED ME FOR MORE OF A LOOP THAN I THOUGHT.

BUT IS THAT IT? IS IT THE VIRUS...? OR ARE THESE VISIONS...THESE MIND-FLASHES...SOMETHING ELSE ENTIRELY...?

AND WHY DO I HAVE THE FEELING THAT THEY'RE PULLING AT ME--LEADING ME SOMEWHERE...?

WELL, I UNDERSTAND. IF YOU'D RATHER NOT GO OUT FOR LUNCH...

MRS. PARKER, THERE IS NOTHING IN THE WORLD I WANT MORE THAN TO HAVE LUNCH WITH YOU.

AND AFTER THAT, DINNER.

AND AFTER THAT, BREAKFAST.

AND THEN LUNCH AGAIN...YOU GET THE PICTURE!

I WANT TO SPEND EVERY MINUTE WITH YOU -- FOR THE REST OF OUR LIVES! I DON'T WANT ANYTHING TO EVER COME BETWEEN US.

I HAVE SO MUCH FAITH -- IN US -- IN OUR LOVE!

WE'RE GOING TO BE PARENTS!* WE'RE GOING TO BE A FAMILY! AND OUR BABY WILL BE THE MOST LOVED CHILD ON THE ENTIRE PLANET!

M.J. GAVE PETER THE GOOD NEWS IN SPEC. SPIDEY# 220.--ERIC

AND AUNT MAY IS GOING TO GET BETTER. I KNOW SHE WILL. SHE HAS TO.

SHE HAS TO LIVE TO SEE OUR CHILD.

OUR FUTURE IS OUT THERE, MJ. IT'S RIGHT THERE ON THE HORIZON. AND I COULDN'T IMAGINE FACING THAT FUTURE--

--OF SPENDING THE REST OF MY LIFE--

--WITHOUT YOU.

OH, PETER, I LOVE YOU.

THIS IS INSANE!

AND YET, THAT'S THE ONE EXPLANATION FOR THESE VISIONS THAT I HOPE I CAN PROVE WRONG!

I MUST'VE TRAVELED OVER A HUNDRED MILES NORTH ALREADY--DRAWN BY WHAT?

INSTINCT?

INTUITION?

OR IS THAT JUST ANOTHER HALLUCINATION?

I CAN'T SHAKE THE FEELING THAT IT'S LEADING ME TO SOMETHING...

...BUT WHAT?!

QUIT DAY-DREAMIN', SPIDER!

YOU GOT PLACES TO GO. PEOPLE TO SEE!

NICE T'SEE YA, PAL! IT'S BEEN A LOOONG TIME!

PROFESSOR WARREN?!

AFTER A FASHION--

--YOU CAN CALL ME JACK!

HAHAHAHE

GONE. BUT WHERE COULD--

HEY, SPIDER. COME ON DOWN!

WHA?

WOULD YOU LIKE TO TAKE WHAT'S BEHIND THE CURTAIN OR WHAT'S BEHIND DOOR NUMBER ONE?

TAKE THE DOOR! TAKE THE DOOR!

AFTER ALL, THE JACKAL HAD THIS PLANNED FOR YOU YEARS AGO, AND THE ANSWERS TO ALL YOUR QUESTIONS ARE RIGHT BEHIND THIS DOOR!

SO GET A MOVE ON, LITTLE SPIDER, THE METER'S RUNNIN'!

I DON'T GET IT... WHERE DID THAT DOOR COME FROM? AND HOW DID HE GET UP THERE SO FAST?

IT'S ALL DONE WITH MIRRORS, KID. DON'T LET ANYBODY TELL YOU OTHERWISE!

OF COURSE, THERE'S NO GUARANTEE THAT I'M NOT LYIN' TO YA RIGHT NOW!

I WANT SOME ANSWERS NOW, "JACK". LIKE--WHAT'S GOING ON? WHERE ARE YOU TAKING ME?

IS THE JACKAL ALIVE?

YA BETTER LET GO O'ME, PETE, OR YER GONNA MAKE HIM EVEN MADDER!

GRRR!

HIM? HIM WHO?

HIM HIM!

THE OFFICES OF THE DAILY BUGLE.

...JUST GREAT, PETER. WITH ALL THE NEWS THAT'S CONSTANTLY COMING IN AND OUT OF THIS PLACE, YOUR IMPENDING PARENTHOOD IS THE BEST NEWS I'VE HEARD IN A LONG TIME.

YOU JUST CALL GAIL ON THE ELEVENTH FLOOR IF YOU HAVE ANY OTHER QUESTIONS ABOUT YOUR FREELANCER'S INSURANCE COVERAGE.

THANKS, ROBBIE...A LOT! OH, AND I'D REALLY APPRECIATE IT IF YOU DIDN'T SAY TOO MUCH TO ANYONE ELSE ABOUT THE BABY.

IT'S STILL SO EARLY IN THE PREGNANCY. THERE'S SO MUCH THAT COULD GO WRONG...

HEY, DON'T WORRY. YOUR SECRET'S SAFE WITH ME.

BUT DON'T EVEN THINK ABOUT THINGS GOING WRONG, PETER--

--YOU FEED THAT BABY NOTHING BUT GOOD THOUGHTS, Y'HEAR?

YES, SIR.

I'M SO HAPPY FOR YOU BOTH, PETE.

MAKE SURE TO GIVE YOUR BEAUTIFUL WIFE MY BEST!

JONAH JAMESON

WILL DO. THANKS AGAIN!

THANKS AGAIN FOR YOUR TIME, MR. JAMESON. I'M SURE YOU CAN UNDERSTAND WHY I HAVE TO ASK YOU IF YOU WOULD KEEP WHAT WE DISCUSSED CONFIDENTIAL?

JAMESON

Y-YES--

--OF COURSE, LIEUTENANT RAVEN.

WHO'S YOUR FRIEND?

BELIEVE ME, ROBBIE...

...YOU DON'T WANT TO KNOW!

J. JONAH JAMES

PUBLISHER

WHAM

HOW ABOUT "GRETCHEN" FOR A GIRL AND "HANK" FOR A BOY...

...NAH!

I CAN'T BELIEVE IT! WE'RE GOING TO HAVE A BABY! I'M GOING TO BE A FATHER!

"JAKE" IS A NICE NAME...

I'VE ALWAYS BEEN AWARE OF WHAT HAVING THESE POWERS MEANS. THE RESPONSIBILITY OF BEING SPIDER-MAN--

--BUT THIS--THIS RESPONSIBILITY WILL BE BIGGER THAN ANYTHING I'VE EVER FACED--

--AND IT WILL BE WONDERFUL!

AARGH!

NOOOO!

NO MORE!

HAHAHA!

I'VE COME FOR YOU, PETER--

unGh.

M: MINDFLASH-- THE JACKAL AGAIN.

WHAT'S GOING ON?

I'VE COME TO TAKE YOU HOME!

ARE YOU ALL RIGHT, SON?

YOU LOOK LIKE YOU COULD USE A HAND...

SPIDER-SENSE IS BUZZING LIKE A HORNET'S NEST...

...MUST'VE BEEN SHORTED OUT BY THESE HALLUCINATIONS.

LET'S GET YOU SOMEPLACE WHERE YOU CAN SIT DOWN AND REST FOR A MINUTE.

NO,,,NO, I'M FINE... REALLY...

...MAYBE JUST A TOUCH OF THE FLU... THANKS, MISTER, BUT REALLY...

...I'M OKAY!

I WONDER... PETER--

"--ARE YOU?"

DAILY BUG

FOREST HILLS HOSPITAL, QUEENS.

IT'S AS IF SHE'S STEPPING ASIDE--

--MOVING ON TO MAKE ROOM IN THE WORLD FOR THE BABY.

NO, I DON'T BELIEVE THAT.

SHE'S GOING TO MAKE IT, AUNT ANNA. I *KNOW* SHE WILL. I DON'T THINK I *BELIEVED* IT TILL NOW. BUT PETER CONVINCED ME.

THERE'S *TOO MUCH* FOR HER TO LIVE FOR.

...AND AUNT MAY'S GOING TO BE WITH US TO SHARE THE JOY OF OUR CHILD.

OH, SWEETHEART, I'D LOVE TO BELIEVE THAT WITH ALL MY HEART.

BUT I'VE BEEN THROUGH THIS ONE TOO MANY TIMES.

YOU KNOW BETTER THAN ANYONE THAT I'M THE ETERNAL OPTIMIST.! I BELIEVE IN MIRACLES.

BUT THIS IS ONE TIME WE HAVE TO ACCEPT REALITY.

WE HAVE TO LET GO.

EACH DAY, MAY SLIPS FARTHER AND FARTHER AWAY FROM US.

WE SHOULD THANK GOD FOR HER WONDER-FUL LIFE AND FOR THE NEW LIFE THAT'S ON THE WAY--

--AND ASK HIM TO HELP MAY ALONG ON HER JOURNEY.

IN HIS ENTIRE LIFE, HE HAS KNOWN ONLY PAIN--

--GNAWING--

--BLINDING--

--EXCRUCIATING--

GRRR

--PAIN!!

RRAHR!

IN SEARING AGONY, IT HAS HELD HIM FOREVER IN ITS SWAY-- RULING HIM--

--USING HIM.

SWAPP!

--TO DEFEND THE DOORWAY WITH HIS LIFE!

GHAAARRH!

HARR!

FORCED--

--MANIPULATED--

--PROGRAMMED--

--HE HAS BEEN INSTILLED WITH BUT ONE OBJECTIVE--

FOOM

IT IS THE PAIN THAT TELLS HIM TO DO THIS--

AND THIS LOOKS LIKE IT MIGHT BE IT, FOLKS.

THE GUARDIAN'S GOT THE KID ON THE ROPES AND HE'S NOT LETTIN' UP!

THOMP

--AND HE MUST EVER OBEY THE PAIN.

GAARR!

UNFF!

FOR AN INSTANT, HIS FEVERED MIND QUESTIONS HIS ACTIONS...

"WHY AM I DOING THIS?! WHY AM I--"

THWAPT

BUT THEN THE PAIN IS UPON HIM AGAIN--

---PUSHING--

THUNCH

--DRIVING--

--BURNING AT THE DEEPEST PART OF HIM!

AS THE BATTLE RAGES ON, A LONE FIGURE WATCHES AND WAITS.

AND WHEN KAINE FINALLY DOES STRIKE...

...THE LIVES OF SPIDER-MAN AND BEN REILLY WILL NEVER BE THE SAME!

THE DIRECTIVE SCREAMS THROUGH THE GUARDIAN'S MIND:

CHUD

"PROTECT THE DOORWAY.

HUNT

"PROTECT THE DOORWAY.

K'CHOK

"PROTECT THE DOORWAY!!!

OH, WELL. LET'S GO.

I GOTTA SAY, THAT WASN'T AS MUCH FUN AS I EXPECTED.

I GUESS WE'LL JUST HAVE TO WAIT...

...FOR THE OTHER ONE.

I CAN'T DENY THESE VISIONS ANY LONGER. THEY'RE MUCH TOO STRONG--PULLING ME--TUGGING AT--

--MY SOUL...?

AND THEY'RE TOO REAL FOR ME TO JUST WRITE THEM OFF AS HALLUCINATIONS.

THEY'RE MEMORIES--

--MY MEMORIES.

BUT WHY, AFTER ALL THESE YEARS, AM I BEING ASSAULTED BY IMAGES FROM MY PAST--

--MEMORIES OF GWEN. MEMORIES OF PROFESSOR WARREN--THE JACKAL!

AND THE CLONE.

THE "BIRTH" OF THE CLONE.

BUT WHY WOULD I REMEMBER THAT? I WASN'T EVEN THERE. I SHOULD HAVE NO KNOWLEDGE OF THAT. NO MEMORY OF IT...

...UNLESS...

THWIP

...OH, GOD, PLEASE DON'T LET IT BE "UNLESS."

I DON'T THINK I COULD--

--UNGHH!

THAT WAS A BAD ONE. IT REALLY ROCKED ME!

MEMORY OF...

NO! NOT A MEMORY! THAT WAS REAL! THAT WAS NOW!

HE'S IN TROUBLE--THE SCARLET SPIDER! MY...

...MY...CLONE...?

MY OTHER SELF...

"...MY...BROTHER?"

"SOMEHOW...I'M BEING DRAWN TO HIM. AND...

"...HE NEEDS MY HELP--"

--AND THIS TIME I **WON'T** TURN MY BACK ON HIM!

THWIP

TO BE CONTINUED IN *AMAZING SPIDER-MAN #399!*

THE **SCARLET SPIDER** AND **SPIDER-MAN** FIGHT SIDE-BY-SIDE AGAINST THE MINIONS OF THE **JACKAL!**

AND NEXT MONTH BE HERE AS THE JACKAL REVEALS A SHATTERING SECRET TO BEN REILLY!

MARVEL COMICS

SMOKE AND MIRRORS

PART 2 OF 3

THE AMAZING SPIDER-MAN

$1.50 US
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APPROVED BY THE COMICS CODE AUTHORITY

THE JACKAL REBORN!

BAG'S '94
MAHLSTEDT

SOMEWHERE IN THE CATSKILLS

HE'S NOT DEAD, IF THAT'S WHAT YOU'RE THINKING.

I'M DISAPPOINTED IN YOU, KAINE.

WHO...?

STILL HOUNDING HIM--

--AFTER ALL THESE LONG AND BITTER YEARS.

SCRIER?!

STAY AWAY... DO YOU HEAR ME? OR I SWEAR I'LL--

SO LIKE A CHILD, AREN'T YOU? YOU TREMBLE WITH FEAR--

--AND REACT WITH IMPOTENT THREATS.

DON'T WORRY. YOU HAVE NOTHING TO FEAR FROM ME. NONE OF YOU DO.

YET.

SCRIER...?

GONE.

MY GOD! IF HE'S INVOLVED IN THIS, THEN THERE'S EVEN MORE GOING ON THAN I REALIZED!

I'VE GOT TO BE CAREFUL. IF I CROSS SCRIER AGAIN I MAY NOT COME OUT OF IT WITH A WHOLE SKIN. THAT DEVIL'S GOT--

WHAT'S THAT?

SOMEONE ELSE COMING... AND I THINK I KNOW WHO IT IS.

TIME TO FADE BACK INTO THE SHADOWS...

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

J. M. DeMATTEIS WRITER ✱ MARK BAGLEY PENCILER ✱ LARRY MAHLSTEDT INKER

BILL OAKLEY letterer • BOB SHAREN colorist
DANNY FINGEROTH editor • BOB BUDIANSKY patent pending

My clone-- he's HERE!

Exactly as I saw him in that VISION!

...uhhhh...

OH, MAN ... MY HEAD--!

YOU OKAY?

YEAH, I THINK SO, BUT I--

WAIT A MINUTE--

--WHAT ARE YOU DOING HERE?!

NO. DON'T TELL ME. YOU KEPT GETTING THESE FLASHES-- DREAM IMAGES OF PETER PARKER FLOATING IN A TANK IN SOME WEIRD LABORATORY--

--AND YOU FELT LIKE THE ONLY WAY YOU WERE GONNA GET ANY ANSWERS WAS IF YOU CAME HERE--

YOU, TOO?

YEAH. AND WHEN I GOT HERE I RAN INTO SOME OVER-GROWN HULK WANNABE WHO CALLED HIMSELF THE GUARDIAN. WHOMPED ME PRETTY BAD.

I KNOW. I SAW YOU... IN MY MIND. LYING IN THE SNOW.*

THOUGHT I WAS DEAD, huh? ...SO YOU CAME TO MAKE SURE?

CHEAP SHOT... BUT NOT AS CHEAP AS THAT COSTUME.

HOW COULD MY CLONE HAVE SUCH A LOUSY DESIGN SENSE?

*SEE WEB #122, STILL ON SALE. --DANNY

YOU'RE JUST JEALOUS BECAUSE YOU'VE BEEN WEARING THAT OLD RAG FOR SO MANY YEARS THAT--!

LISTEN TO YOU TWO!

SO INSECURE AND UNCOMFORTABLE WITH EACH OTHER THAT YOU'RE REDUCED TO TRADING JUVENILE INSULTS!

YOU AGAIN!

AND AGAIN AND AGAIN AND AGAIN!

JUST WANTED TO LET YOU BOTH KNOW THAT I KNOW WHY YOU'RE HERE--

AND I'M NOT TELLING!

At least not YET!

heeheeheehee!

A MIDGET-- IN THE JACKAL'S COSTUME?!

YEAH. AND HE'S BEEN BUSTING MY CHOPS EVER SINCE I GOT HERE!

WHO IS HE?

LET'S FIND OUT!

Funny. As soon as I saw the reports in the paper about the "Scarlet Spider," I KNEW it was him.

Knew he'd walked away From that explosion at Ravencroft.*

I just refused to deal with it... or even think about it, even after the World Trade Center crisis. ** My life was hard enough as it was.

But now, with these shared Flashbacks... or WHATEVER they are... I can't close my eyes any longer.

* IN SPECTACULAR SPIDER-MAN #217.

** SPIDER-MAN UNLIMITED # 6--D

WHAT DOES IT ALL MEAN? Are those images memories OF the clone's BIRTH?

And, if they are, am I somehow tuning in to his thoughts and feelings? Or has something unlocked a door...

...in my OWN head?

I don't want to think about it-- especially not now, when my life is Finally back on track... When MJ and I have a CHILD on the way --but I HAVE to: What if they're NOT his memories...

...but MINE?

HEY! THE LITTLE GUY'S GONE!

AND WHAT HAVE WE HERE?

A DOOR--

--THAT LEADS NOWHERE!

...THAT HE DIDN'T HAVE BEFORE. WHATEVER ABYSS HE WAS STARING INTO AT RAVENCROFT-- HE'S PULLED BACK FROM IT.

I SHOULD BE HAPPY ABOUT THAT...

CHECK THIS OUT. SOME KIND OF PALM-LOCK.

THIS WASN'T HERE A SECOND AGO... WAS IT?

...BUT I'M NOT.

OR APPEARS TO, ANYWAY!

MY FEELING IS THAT WHAT WE'RE SEEING-- ISN'T WHAT'S REALLY HERE!

SOMEBODY'S PLAYING GAMES WITH US-- AND THE ONLY WAY WE'RE GONNA FIND OUT WHO IT REALLY IS-- IS TO PLAY ALONG.

BEEPEEPEEPEEP!

I GUESS A PART OF ME WAS HOPING HE WOULD GO TOTALLY OVER THE EDGE.

THAT I'D HAVE NO CHOICE BUT TO STEP IN AND TAKE HIS PLACE.

SPIDER-MAN'S DIFFERENT.

THE LAST TIME WE MET HE WAS SO TWISTED INSIDE... SO ANGRY AND WOUNDED. BUT SOMETHING'S CHANGED. THERE'S A CONFIDENCE... A SENSE OF SECURITY AND POWER...

CHOOSH!

TAKE BACK MY LIFE.

BUT IT'S NOT MY LIFE, IS IT?

NOW LET'S SEE WHO'S WAITING FOR US... ON THE OTHER SIDE.

IT'S HIS.

TWO FOR DINNER?

DO YOU HAVE RESERVATIONS?

HERE'S MY RESERVATION--

--YOU MANIPULATIVE LITTLE--!

KRAAAK!

HEY... YOU GUYS REALLY OUGHTA LEARN HOW TO TAKE A JOKE!

A JOKE?!!

YOU THINK THIS IS A JOKE?!

WE WANT SOME ANSWERS... NOW!

IS THE JACKAL BEHIND ALL THIS?

IS HE ALIVE?!

WAM!

AREN'T WE IN A FOUL MOOD TODAY! WHAT'S THE MATTER--GET UP ON THE WRONG SIDE OF THE WEB?

THESE ARE OUR LIVES YOU'RE PLAYING WITH!

OUR LIVES!

uh-oh.

THE DOOR!

HEY-- SCARLET--

--GIVE ME A HAND HERE BEFORE WE--

CHUNNG!

TOO LATE!

GUESS YOU BOYS ARE TRAPPED IN HERE NOW!

GUESS YOU'D BETTER PUT ME DOWN IF YOU WANT TO SEE THE LIGHT OF DAY AGAIN!

GUESS YOU'D--

OH... SHUT UP!

AND... uh... SPIDER-MAN--DO ME A FAVOR--

--DON'T CALL ME "SCARLET." I HATE THAT NAME!

WHY? IT WORKED FOR VIVIEN LEIGH!

DIDN'T I JUST TELL YOU TO SHUT UP?

LOOK... I DON'T KNOW WHY YOU'RE SO MAD AT ME! I JUST WORK HERE!

--AND A FEW YOU'LL HATE TO HEAR!

HERE WE ARE, BOYS! HOME SWEET HOME! THE PLACE WHERE THE JACKAL COOKED UP THE GENETIC SOUP WE WERE ALL BOILED IN!

AND I TAKE IT YOU'RE LEADING US TO YOUR EMPLOYER?

A BRILLIANT DEDUCTION! SO FOLLOW ME, GENTLEMEN... TO ALL THE ANSWERS YOU'VE EVER WANTED--

WHAT ARE YOU TALKING ABOUT?

ACTUALLY, I'M JUST VAMPING TILL THE BOSS IS READY TO MAKE HIS DRAMATIC ENTRANCE!

HE SHOULD BE COMING DOWN OUT OF HIS CANNISTER IN A FEW MINUTES...

...AFTER HE'S DONE RESTRUCTURING A FEW LAST CELLS!

ARE YOU SAYING THE JACKAL'S REALLY ALIVE? BUT-- I SAW HIM DIE!

YEAH, RIGHT. YOU SAW "SCARLET" HERE DIE, TOO... AND, IN CASE YOU HAVEN'T NOTICED, HE'S STANDING RIGHT NEXT TO YOU... BIG AS--

ARRR!

UH-OH! IT'S THE GUARDIAN--

AND HE DOESN'T LOOK VERY HAPPY!

SORRY, FELLAS-- YOU MIGHT NOT LIVE TILL THE BOSS'S ENTRANCE!

'CAUSE WHEN MY BIG BUDDY HERE GETS TICKED--

MAKE IT

STOP!!

WAIT A MINUTE!

SOMETHING'S WRONG!

MAKE THE PAIN STOP!!

H-HIS BODY... IT'S MORE SCARRED... MORE DISTORTED... THAN EVER!

BIG GUY... WHAT'S THE MATTER? WHAT HAPPENED TO YOU?

JACKAL... DID THIS... TO ME...!

JUST LIKE... ALL THE...

...OTHERS--!

HE NEEDS HELP! WE'VE GOT TO DO SOME-THING!

NO. THERE'S NOTHING WE CAN DO. I'VE SEEN THIS HAPPEN BEFORE. BUT I NEVER THOUGHT THAT HE--

--THAT WE--?!

OH, JEEZ-- GUARDIAN... C'MON... TELL ME YOU'RE KIDDING!

IT'S A JOKE, RIGHT? AFTER ALL THIS TIME... YOU'VE FINALLY DEVELOPED A SENSE OF HUMOR?

C'MON, YOU BIG JERK-- DON'T DIE ON ME! PLEASE... I'M BEGGING YOU... DON'T--

--DIE...

HE'S GONE. AND... ONE WAY OR THE OTHER...

...SO AM I.

AND SO... ARE BOTH OF YOU.

WHAT DO YOU--?

DIDN'T YOU HEAR WHAT I SAID BEFORE?

WE'RE ALL FROM THE SAME GENETIC SOUP.

IT MAY TAKE A FEW DAYS... A FEW YEARS... A FEW DECADES--

--BUT THE SAME FATE'S WAITING FOR ALL OF US.

YOU'RE MISTAKEN, JACK.

TO EVEN MENTION YOURSELF IN THE SAME SENTENCE WITH THESE TWO IS THE HEIGHT OF ARROGANCE... AND STUPIDITY.

YOU AND THE GUARDIAN WERE TWO OF MY EARLIEST FAILURES--

--WHILE THESE TWO FINELY SCULPTED SPECIMENS--

--ARE THE
JACKAL'S
GREATEST
TRIUMPHS!

HELLO, BOYS--

--DADDY'S BACK!

SHRAK!

KRAK!!

AND HE'S BETTER THAN EVER... IF I MUST SAY SO MYSELF!

CAN YOU BELIEVE IT? WIMPY OLD PROFESSOR WARREN-- AND LOOK AT ME! ABLE TO TAKE ON NOT ONE, BUT TWO SPIDER-MEN AT THE SAME TIME!

I'D LIKE TO SEE THOSE NITWITS AT ESU DENY ME TENURE NOW!

Is that creature Professor Warren... or is it just another CLONE?

Whoever... Whatever he is... he's right: he was strong enough, fast enough, to take the both of us down without breathing heavy.

This whole mess keeps getting weirder...

...and more DANGEROUS.

JACK...BE A GOOD BOY, WILL YOU, AND FETCH ME SOME CLOTHES?

YES, SIR, JACKAL! RIGHT AWAY, SIR!

WILL...ah... THIS BE SUITABLE, SIR?

YOU FETCH MY CLOTHES AND ASK IF IT'S SUITABLE? WHY JACK, YOU LITTLE DEVIL--WAS THAT A PUN?

IT, uh, DEPENDS, SIR. DID YOU FIND IT AMUSING?

NOT IN THE LEAST.

NO PUN INTENDED.

GOOD. NOW IF I MAY HAVE MY JACKET?

I HAD IT DRY-CLEANED WHILE YOU WERE IN THE CELLULAR REGENERATION TANK, SIR.

HOW CONSIDERATE. NOW IF YOU'D JUST--

OH, MY. I FORGOT ABOUT YOU TWO.

LOOK AT YOU-- FISTS AT THE READY... JAWS CLENCHED--

--YOU YOUNG SCALAWAGS JUST LIVE TO PUNCH AND HIT, DON'T YOU?

NOT HAPPY UNLESS THERE'S SOMEONE TO DROP A BUILDING ON OR WRAP A LAMP-POST AROUND!

WELL, I'M SORRY TO SAY THAT YOU MIS-UNDERSTAND ME. I HAVE NEITHER THE DESIRE NOR THE MOTIVATION TO FIGHT WITH YOU!

THAT LITTLE DEMON-STRATION WHEN I CAME OUT OF THE TANK WAS MORE FOR MY BENEFIT THAN YOURS!

SO, NO... TO ANSWER YOUR UNSPOKEN QUESTION... I'M NOT A CLONE--

--I'M THE REAL McCOY... JUST NEW AND IMPROVED!

IT'S NOT POSSIBLE!

NOW THAT'S AN IDIOTIC STATEMENT-- COMING FROM A FULLY-FUNCTIONING CLONE!

Y'KNOW, BOYS... I WAS MONITORING YOU THE WHOLE TIME I WAS TANKED UP.

YOU SEE, I'VE SPENT THE PAST FIVE YEARS IN THERE, GENETICALLY RE-STRUCTURING MY BODY. RE-GROWING IT, IF YOU WILL... FROM THE ORIGINAL CELLULAR MATRIX.

WELL, WITH A LITTLE TIME OUT FOR CNN AND THE PLAYBOY CHANNEL!

QUITE AN INTERESTING HALF A DECADE YOU'VE HAD!

BUT I WANT TO HEAR ABOUT IT ALL IN DETAIL. THAT'S WHY I'VE SUMMONED YOU BACK HERE.

Y'SEE, WHEN LAST WE MET I SURREPTITIOUSLY PROGRAMMED YOU BOYS TO RETURN HERE WHEN I REAWAKENED.

THOUGHT WE COULD ENJOY A HEART-FELT LITTLE FAMILY REUNION! PROFESSOR WARREN AND HIS TWO SONS!

SWELL IDEA FOR A SIT-COM, DON'T YOU THINK? "MY TWO SONS"?

YOU'RE NOT WARREN! YOU CAN'T BE! WARREN IS--

WARREN IS DEAD? ;sigh; DIDN'T JACK GO OVER ALL THIS WITH YOU?

Scarlet sounds angry... scared. And I don't blame him. I would be, TOO, if the Jackal had just told me, in no uncertain terms...

...that I was a CLONE.

For all the years OF wandering, a part OF him must have clung to the belief that it was a mistake. That HE was the real Peter Parker all along.

BEN, MY DEAR BOY, MY SPECIALTY IS CLONES... AS YOU WELL KNOW. THE JACKAL WHO DIED THAT MOMENTOUS NIGHT AT SHEA STADIUM--*

--WAS AS MUCH A GENETIC IMPOSTER AS YOU ARE!

*ISSUE #149 --D

LEAVE HIM ALONE!

BAK!

KOOOOM!

HE'S SUFFERED ENOUGH BECAUSE OF YOU, JACKAL--

--WE ALL HAVE!

EASY DOES IT, WEBS!

WHAT DO YOU THINK YOU'RE DOING?!

STOPPING YOU FROM MAKING A MISTAKE!

MUCH AS I'D LIKE TO BEAT HIS SMIRKING FACE IN--

--JACKAL'S THE ONLY ONE WHO'S GOT THE ANSWERS WE NEED! AND UNTIL WE GET THEM... WE PLAY IT HIS WAY--

--OR NOT AT ALL.

YOU--

YOU'RE--

YOU'RE RIGHT.

Much as I hate to admit it.

HOW NICE... MY BOYS ARE *LEARNING* FROM EACH OTHER--JUST LIKE CHIP AND ERNIE! A SHAME MY *OTHER* CHILDREN AREN'T QUITE SO... *ADAPTABLE*.

ALAS, POOR GUARDIAN... I KNEW HIM WELL, HORATIO!

LOOK AT HIM... A MASSIVE, MISSHAPEN, MISUNDERSTOOD MONSTER--

I *LOVE* ALLITERATION, DON'T YOU?

--WHO MET HIS DEATH WITHOUT EVER ONCE FINDING THE ANSWER TO THAT MOST PRIMAL OF QUESTIONS:

WHO AM I?

THE *JOKE* OF IT IS--WHO HE WAS... WAS *PETER PARKER!*

AND SO, BELIEVE IT OR NOT, IS *HE!*

BROTHERS, BOUND AT THE DNA! CLONES, ONE AND ALL!

WHAT ARE YOU *BABBLING* ABOUT?

WHAT I'M BABBLING ABOUT IS THIS: CREATION IS AN ONGOING *PROCESS*... FULL OF TRIAL AND ERROR. EVEN GOD HIMSELF DIDN'T MAKE THE WORLD IN A DAY.

JACK AND THE GUARDIAN WERE AMONG MY EARLIEST EXPERIMENTS. HORRIBLY BOTCHED ATTEMPTS TO BRING FORTH A PETER PARKER *CLONE*.

THEY SUFFERED PHYSICAL DEFORMITY, MENTAL IMPAIRMENT. I NEVER *COULD* INFUSE THEM WITH THE PROPER BALANCE OF EMOTION, INTELLECT, AND MEMORY--

--SO I WIPED THEIR MINDS CLEAN, *REPROGRAMMED* THEM AS THE *PROTECTORS* OF MY LITTLE MOUNTAIN RETREAT... THEN PUT THEM IN THE FREEZER--

--TO AWAIT THE RETURN OF MY MORE *SUCCESSFUL* EXPERIMENTS.

YOUR APPEARANCE ON THE MOUNTAIN, SCARLET SPIDER--

AND I MUST SAY I *AGREE* WITH YOU, THAT'S A PERFECTLY *LUDICROUS* NAME!

--REACTIVATED THEM.

UNFORTUNATELY, THE POOR THINGS JUST AREN'T BUILT TO *LAST.*

ALL MY PROTOTYPES EVENTUALLY DEVELOP A *DEGENERATION FACTOR* THAT FIRST *DETERIORATES--*

--THEN *DESTROYS* THEM.

ARE YOU SAYING THAT MY CLONE IS GOING TO EVENTUALLY--

YOUR CLONE? OH, THAT'S RICH! YOU REALLY HAVEN'T BEEN *LISTENING,* HAVE YOU?

OR MAYBE-- YOU'VE *CHOSEN* NOT TO *LISTEN!*

STOP TALKING IN CIRCLES AND GET TO THE POINT!

DO YOU REALLY KNOW WHO YOU ARE... *PETER?*

DOES *ANY* MAN TRULY KNOW?

WHAT IF I WERE TO TELL YOU THAT, IN THE CHAMBER BEHIND ME, IS THE BODY OF THE *TRUE* PETER PARKER? PRESERVED, IN A STATE OF SUSPENDED ANIMATION, FOR FIVE LONG YEARS?

WHAT IF I WERE TO TELL YOU THAT NOT ONE, BUT *BOTH* OF YOU--

--ARE *CLONES?!*

BOTH OF US?

CAN IT BE *TRUE?*

IN A STRANGE WAY, IT ACTUALLY MAKES *MY* PREDICAMENT A LITTLE EASIER... LESS *LONELY.* BUT I DON'T THINK IT'S HAVING THE SAME EFFECT...

...ON HIM!

YOU LIAR!!

YOU'VE BEEN PLAYING WITH ME-- WITH MY *MIND*-- SINCE THE MOMENT WE FIRST MET!

BUT I WON'T *LISTEN* TO YOUR LIES ANYMORE, DO YOU HEAR ME?! I WON'T--

HE'S SCARED TO DEATH. AND I CAN'T SAY I *BLAME* HIM.

SPIDER-MAN, HEAR ME OUT... EVEN IF IT *IS* TRUE, YOU CAN'T--

GET YOUR HANDS OFF OF ME!!

SHOOM

FOR THE FIRST TIME IN MY LIFE, I'VE GOT HAPPINESS WITHIN MY REACH! I'VE FOUGHT MY WAY BACK FROM THE EDGE--

--MY WIFE AND I ARE EXPECTING A *CHILD*--

YOU'RE A *LIVING* LIE! YOU'RE EVERYTHING I *HATE*! HOW DO I KNOW YOU'RE NOT A *PART* OF THIS--WORKING *WITH* THE JACKAL?!

--AND I WON'T LET A GENETIC FRAUD LIKE *YOU* TAKE IT ALL *AWAY* FROM US!

A BABY?!

THEY'RE GOING TO HAVE A BABY?

YOU KNOW WHAT YOUR PROBLEM IS, WEBS? YOU'RE AFRAID TO FACE THE TRUTH!

AFRAID YOU MIGHT TURN OUT TO BE JUST AS MUCH OF A FAKE AS I AM!

I'M NOT AFRAID OF ANYTHING!

VENOM TRIED TO BREAK ME... AND I CAME BACK!

THE GREEN GOBLIN DRAGGED ME DOWN INTO MADNESS... AND I CAME BACK!

KRAVEN THE HUNTER BURIED ME ALIVE--

--AND I CAME BACK!

DO YOU REALLY THINK I'M AFRAID OF ANYTHING YOU TWO CAN DO?!

COME ON, JACKAL... OR WHOEVER YOU ARE... IF YOU'VE GOT PROOF-- LET'S SEE IT!

LET'S SEE IT!

I DIDN'T MEAN TO GOAD HIM ON LIKE THAT! BUT WHEN I HEARD HIM SAY THAT MARY JANE WAS EXPECTING HIS CHILD... I JUST LOST IT. THE IDEA THAT HE'S GOT EVERYTHING I'VE EVER WANTED... A FAMILY... CHILDREN--!

SO, IT'S PROOF YOU WANT, eh?

WELL, YOU SHALL HAVE IT!

BEHOLD! THE CRYOGENIC MISTS LIFT! THE SLEEPER AWAKENS! THE--

WHOOPS.

"WHOOPS"?

DADDY'S MADE A LITTLE MISTAKE HERE, BOYS. I OPENED UP THE WRONG CHAMBER.

THAT'S NOT PARKER IN THERE--

UNLESS, OF COURSE, HE HAD A SEX-CHANGE OPERATION WHILE I WASN'T LOOKING!

--THAT'S THE GIRL OF ALL OUR DREAMS!

MILES WARREN AND PETER PARKER'S "LATE", LAMENTED TRUE LOVE!

TRY TO KEEP THOSE HORMONES IN CHECK, KIDS-- BECAUSE YOU'RE ABOUT TO GET THE SHOCK OF YOUR PSEUDO-LIVES!

GENTLEMEN, MAY I PRESENT, NOT A CLONE... BUT THE ONE, THE ONLY, THE ORIGINAL--

--GWEN STACY!!

WELL, DON'T JUST STAND THERE WITH YOUR TONGUES HANGING OUT-- WHERE ARE YOUR MANNERS?

SAY HELLO TO THE LADY!

"Smoke and Mirrors" CONCLUDES-- IN THE PAGES OF SPIDER-MAN #56!!

THEN BE HERE NEXT MONTH FOR AMAZING #400-- AND WHAT MAY VERY WELL BE THE SINGLE MOST POWERFUL TALE IN SPIDEY'S LONG AND DISTINGUISHED HISTORY:

THE GIFT!

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SPIDER-MAN

THE TRIUMPH OF THE JACKAL™...

...AND THE RETURN OF GWEN STACY?!

TOM LYLE '94

Stan Lee presents

SPIDER-MAN and the SCARLET SPIDER in SMOKE & MIRRORS part THREE

TRUTHS & DECEPTIONS

Howard Mackie & Tom Lyle
story&art

Scott Hanna inks

Starkings/ Comicraft
lettering

Kevin Tinsley
colors

Danny Fingeroth
editor

Bob Budiansky
ed. in chief

LIKE A MODERN **VENUS**, SHE EMERGES FROM THE SWIRLING MISTS OF A HIGH-TECH CAPSULE.

HER FACE IS FLAWLESS... **BEAUTIFUL.**

THE IMAGE OF HER STANDING THERE STIRS THE SHARED MEMORIES OF **SPIDER-MAN** AND THE MAN CALLED THE **SCARLET SPIDER.**

BUT THEY ARE **PAINFUL** MEMORIES.

FOR THE WOMAN STANDING BEFORE THEM IS **GWEN STACY.**

AND THEY BOTH **KNOW** THAT GWEN IS **DEAD.**

OR IS SHE?

BOTH MEN WERE LED TO THIS LABORATORY, SOMEWHERE BENEATH THE CATSKILL MOUNTAINS OF NEW YORK, BY STRANGE FLASHES OF SHARED DREAMS.*

NOW EVERYTHING THEY KNOW...

...EVERYTHING THEY *THINK* THEY KNOW...

...ABOUT THEMSELVES...

...AND ABOUT EACH OTHER...

...MAY ALL BE A LIE.

AND THE FUN HAS ONLY **BEGUN.**

SPIDER-MAN?

PETER?

WHAT'S HAPPENED TO ME?

HELP ME.

PLEASE?

*CHECK OUT *WEB* #122 & *AMAZING* #399. --D.F.

Ooh-*HA!* THAT WILL BE QUITE FAR *ENOUGH*, DEAR GWEN.

OUR TWO PETERS ARE LOOKING A BIT *UNCOMFORTABLE*, SO...

...PERHAPS YOU SHOULD ***DRESS*** BEFORE WE GO ANY FURTHER.

Oh, ***JAAAAACK!***

COMING RIGHT AT YOU, JACKAL, SIR!

BOYS, SHALL WE ALL AVERT OUR EYES WHILE OUR BELOVED GWEN DRESSES?

Oh, ***BOYS!***

I SAY... ***BOYS!***

NO.

NO!

NO MORE OF YOUR *LIES*, JACKAL!

NO MORE *PLAYING* WITH MY *HEAD!*

I'M NOT *BUYING* IT!

GWEN DIED! I *SAW* HER *DIE!* I...

PETER...

...DON'T.

IT'S ME, PETER.

IT'S *REALLY* ME.

PLEASE, PETER...*TALK* TO ME...

...HOLD ME?

THERE'S A GOOD BOY, PETER.

DO GO TALK WITH YOUR DEAR SWEET GWEN!

MAYBE YOU CAN HELP HER FIND A NEW PAIR OF GO-GO BOOTS.

UGPH!

JACKAL!

YOU AND I ARE GOING TO TALK.

RIGHT YOU ARE, SCARLET M'LAD!

AND THE *THINGS* I COULD TELL YOU! YOU JUST WOULDN'T *BELIEVE* THEM!

BY THE WAY, BEN... DO YOU HAVE ANY IDEA HOW THAT SWEET *MAY PARKER* IS DOING?

FOREST HILLS HOSPITAL, QUEENS, NEW YORK...

CONGRATULATIONS, MRS. PARKER...

...I UNDERSTAND YOU'RE PREGNANT.

YES. I JUST FOUND OUT. DOCTOR CAPUTO... HOW IS AUNT MAY DOING?

SHE SEEMS TO HAVE *STABILIZED*.

BUT I'D APPRECIATE IT IF *PETER* WOULD COME BY AND SEE ME *SOON*. WE NEED TO DISCUSS *OPTIONS*.

OPTIONS.

PLEASE, AUNT MAY... WE NEED YOU... PLEASE...

Mary Jane.

A child.

You and Peter will be wonderful parents.

Peter.

I still worry about him so.

But now he has you, dear and a child.

It would be nice to see the child when it's born. but

I'm so tired.

I've done so much. lived and loved so.

So tired.

DON'T DIE, MAY.

PLEASE.

LOOK AT THEM. GO AHEAD... LOOK.

SPIDER-MAN AND GWEN.

THAT COULD HAVE BEEN YOU AND MARY JANE... OR YOU AND GWEN... OR YOU AND THE WOMAN OF YOUR CHOICE.

INSTEAD, WHAT DID YOU GET? FIVE LONG YEARS ON THE ROAD.

EXCUSE ME, PROFESSOR? CAN WE TALK?

NOT NOW, JACK. I'M BUSY.

POOR BEN. IT'S JUST NOT *RIGHT*, WHAT I DID TO YOU.

I WAS ONLY WONDERING IF *ALL* YOUR PROTOTYPES HAVE TO DEGENERATE LIKE THE GUARDIAN DID?

NOT... NOW.

OKAY! I'LL DO IT. I'VE LIVED TOO LONG WITH THIS SIN.

COME AND LISTEN TO A STORY ABOUT A MAN NAMED BEN--

BECAUSE IF THE DEGENERATION WAS GOING TO HAPPEN TO *ME*...

NOT *NOW!*

WAP

NOW... WHERE *WERE* WE?

Oh, YES... THE *TRUTH.*

IS IT REALLY *YOU*, PETER, THE *REAL* YOU?

DON'T *DO* THIS TO ME. NOT *AGAIN!*

GWEN IS *DEAD*. I MADE MY PEACE WITH HER *LONG* AGO.

DON'T *YOU* DO THIS TO *ME*, PETER.

I'M CONFUSED. WHAT'S *HAPPENED* TO ME? WHAT'S HAPPENED TO *US?*

NO! YOU'RE *NOT GWEN!* YOU'RE A *FAKE!* ANOTHER *CLONE!*

HOW CAN YOU *BELIEVE* THAT, PETER? HOW CAN YOU *LOOK* ME IN THE *EYES* AND BELIEVE WHAT YOU'RE *SAYING?*

YOU *DON'T*. OTHERWISE YOU WOULDN'T STILL BE TALKING TO ME.

NO! NOT AGAIN!

NOT AGAIN!

I'M *HAPPY* WITH MY LIFE!

NOW, I'M GOING TO FIND A WAY *OUT* OF HERE!

THE REST OF YOU CAN PLAY THIS GAME IF YOU WANT!

I'M GETTING *US OUT*--AND TAKING THE JACKAL *IN!*

KRASSH

I DO *HATE* ALL THIS VIOLENCE... DON'T YOU, BEN?

OF COURSE YOU DO.

BUT I ONLY HAVE *MYSELF* TO BLAME FOR IT ALL.

THESE PLANS, I SET THEM IN MOTION SO LONG AGO...

WHAT WAS I THINKING?

ORCHESTRATING THE BATTLE BETWEEN YOU BOTH... THE ONE IN WHICH *YOU* APPEARED TO DIE!

I WAS A PATHETIC MAN SEARCHING... SEARCHING... FOR *POWER*... FOR *LOVE*.

I'M SORRY I DID IT TO YOU, SON. YOU DESERVED BETTER.

IT WAS ALL A *GAME* TO ME.

MIND CONTROL... CLONING...

CLONING MYSELF... GWEN... *YOU!*

ALL THOSE THINGS I TOLD YOU BEFORE*-- THEY WERE ALL *LIES. THIS* IS THE TRUTH.

*AMAZING #399. -- D.

YES, BEN... OR SHOULD I CALL YOU *PETER*... YOU... YOU ARE THE *REAL* ONE!

IT'S WHY I COULDN'T LEAVE YOU IN THE SMOKESTACK TO *REALLY* DIE.

I HAD TO *SAVE* YOU THAT NIGHT. I HAD DONE SO *MUCH* TO YOUR LIFE IN THE NAME OF THIS *WARPED* EXPERIMENT...

...I JUST COULDN'T LET YOU *DIE*.

HOW? WHY DID *HE* THINK I WAS DEAD?

DO YOU THINK SOMETHING AS *SIMPLE* AS TEMPORARILY *LOWERING* YOUR BODY'S METABOLISM WOULD BE DIFFICULT FOR THE MAN WHO SUCCESSFULLY *CLONED* YOU?

I SAVED YOUR *LIFE*, PETER.

I IMPLANTED MEMORIES THAT MADE YOU BELIEVE *YOU* WERE THE CLONE AND SENT YOU ON YOUR WAY.

BUT *NOW* I WANT TO DO RIGHT BY YOU.

IT CAN ALL BE YOURS AGAIN, PETER. GWEN, THE BUGLE, THE WHOLE BALL OF WAX!

I'M GIVING IT ALL BACK TO YOU TONIGHT.

AND ABOVE IT ALL KAINE WATCHES...

...AND WAITS.

HE WANTS NOTHING MORE THAN TO JUMP DOWN INTO THE FRAY... TO KILL, BUT...

...HE WILL NOT... CANNOT!

SOMETHING DEEP INSIDE OF HIM PREVENTS HIM FROM LASHING OUT.

BUT THE TIME IS NEARING WHEN *NOTHING* WILL HOLD KAINE BACK.

SO HE PUSHES HIS ANGER DOWN DEEP INSIDE, AND...

...WATCHES.

ONLY TO BE WATCHED BY ANOTHER.

SCRIER.

WHAT ARE YOU WAITING FOR, BOY? JUST GO KILL HIM. HE'S NO-THING... A CLONE... A GENETIC MISTAKE. GO AHEAD--HE DID IT TO YOU ONCE.

TAKE BACK YOUR LIFE! DO IT NOW!

YOU KNOW, BOSS, I *REEAALLY* WANT TO TALK ABOUT THIS DEGENERATION THING.

GET...

...AWAY!

YOU'RE *ANNOYING* ME...

...THE *BOTH* OF *YOU!*

WHY WON'T YOU JUST DO AS I *TELL* YOU?

WHY MAKE ME HAVE TO GET ALL *VIOLENT?*

I TOLD YOU, I *HATE* VIOLENCE!

I COULD JUST *KILL* YOU FOR MAKING ME DO THIS!

Oh, AND GIVE THE *SPIDER-SENSE* A *REST* ALREADY.

EVENTUALLY I'M GOING TO NAIL YOU.

JACK! WHERE ARE YOU?! GET OVER HERE *NOW!*

ASSIST ME!

RIGHT HERE, BOSS!

WOULD *NOW* BE A CONVENIENT TIME TO TALK, PROFESSOR?

NO!

I HAVE SOME UNFINISHED BUSINESS TO ATTEND TO HERE. NOW I'M GOING TO *RID* MYSELF OF THIS GENETIC *MISTAKE!*

YOU TRY TO DO SOMEONE A FAVOR... GIVE THEM A LIFE... AND DO THEY APPRECIATE IT? *NO!*

YOU HAD TO GO AND MAKE ME MAD.

AND LOOK AT YOU... CAN'T EVEN STRIKE BACK AT ME... CAN YOU?

OF COURSE NOT. YOU THINK I'M ABOVE *PROTECTING* MYSELF WITH THE HELP OF A FEW SIMPLE *MENTAL IMPLANTS?!*

WHAT ABOUT *ME*, PROFESSOR?

YOU? DEAR BOY, IT'S TIME YOU LEARNED THE TRUTH!

THOK

OKAY... MAYBE I DESERVED THAT! BUT THAT DOESN'T CHANGE THE TRUTH, PETER.

YOU ARE THE REAL ONE, *BEN*'S THE CLONE.

EVERY-THING ELSE IS JUST SMOKE AND MIRRORS.

WHY LIE? WHY TELL ME *I* WAS THE REAL ONE JUST NOW?

FOR FUN? I'VE GOT TO LEARN TO PROGRAM IN A SENSE OF HUMOR TO THE NEXT BATCH!

NO. I CAN'T ACCEPT THAT! I'M GOING TO *POUND* THE TRUTH OUT OF YOU.

NO...

...LET *ME!*

AH, THE *REAL* SPIDER-MAN COMES TO THE RESCUE!

SEE, BEN, *THIS* IS HOW A REAL MAN ACTS!

THAT'S IT, BOY, HANG YOUR HEAD IN SHAME.

PETER KNOWS HOW TO DEAL WITH *OUR* TYPE. A QUICK KILL AND THEN OFF TO THE SMOKE-STACKS FOR US!

ISN'T *THAT* HOW IT GOES, PETEY?

SHUT UP!

YOU'RE *STILL* LYING! YOU NEVER CLONED *ANY-ONE!*

I READ YOUR JOURNAL! THE *HIGH EVOLUTIONARY* TOLD ME... ABOUT ANTHONY SERBA... ABOUT JOYCE DELANEY...

HIGH EVOLUTIONARY? *HOO-BOY!* HANGING OUT WITH SOME PRETTY *HEAVY* HITTERS THERE, *AREN'T* YOU, PETEY OLD BOY?

SO NOW TELL ME, PETER... AND YOU ALWAYS WERE ONE OF MY TOP STUDENTS... EXACTLY WHAT *PURPOSE* WOULD TELLING THE TRUTH TO *YOU* HAVE SERVED THE HIGH EVOLUTIONARY?

Hmm? INTERESTING. CAN'T THINK OF A *THING*... CAN *YOU*? ME NEITHER!

THERE ARE POWERS AT WORK HERE THAT YOU'LL *NEVER* UNDERSTAND.

NOW TRUST ME... *YOU'RE* THE REAL McCOY, PETER.

YOU *KNOW* THAT IT'S THE TRUTH. *BEN* KNOWS IT'S THE TRUTH.

BELIEVE WHAT'S IN YOUR *HEART.*

TRUST ME. GO... TAKE GWEN.

HAVE THE LIFE YOU'VE ALWAYS DESERVED.

ALWAYS WANTED.

ALWAYS *DESERVED.*

COME ON, PETER... YOU KNOW YOU *WANT* TO.

KISS THE GIRL. THAT'LL *PROVE* IT TO YOU.

SEE IF THERE'S STILL A LITTLE *SPARK* LEFT IN THE RELATION-SHIP.

SURE YOU'RE MARRIED. BUT ONE LITTLE KISS? JUST FOR OLD TIMES SAKE?

I'LL NEVER TELL.

I KNOW IT'S NOT YOU.

PLEASE, PETER, DON'T SAY THAT, IT HURTS.

NO MATTER WHAT YOU SAY...*I* KNOW IT'S REALLY ME.

IT WOULDN'T MATTER IF YOU *WERE*. I HAVE MARY JANE... AUNT MAY... FRIENDS.

NO MATTER WHAT HE'S TRIED TO *DO* TO ME...WHAT HE'S *TAKEN* FROM ME...

...WHETHER I'M REAL OR A CLONE...

...I HAVE A LIFE!

I'M SORRY.

PETER... DON'T...

PETER...

...I...

...FEEL...

...STRANGE.

PETER, WHAT'S HAPPENING TO...

...ME?

SHE'S DEGENERATING!

JUST LIKE THE *OTHER* ONE! *

PETER! I'M REALLY GWEN.

AREN'T I?

PETER...

...I... LOVE... YOU.

* AMAZING #399. -- Danny

HOO-BOY! I LOVE WHEN THAT HAPPENS!!

TIMING IS EVERY-THING!

THE LOOK ON YOUR FACES WOULD BE *PRICELESS!*

JACK! GET THE CAMERA!

WHY?

I WISH YOU BOYS WEREN'T WEARING THOSE SILLY MASKS!

WHY KEEP DOING THIS TO US?

"WHY" YOU ASK? SMOKE AND MIRRORS! SMOKE AND MIRRORS!

WHEN WILL THE TRUTH BE TOLD?

OKAY! OKAY! OKAY! I'LL TELL YOU... TELL YOU BOTH!

THE REAL, HONEST-TO-GOODNESS, CROSS-MY-HEART-AND-HOPE-TO-DIE- *TRUTH!*

THE TRUTH, MY BOYS, IS...

...NEITHER OF YOU IS THE REAL ONE!

YOU REALLY ARE *BOTH* CLONES! A FAILED EXPERIMENT ON WHICH IT IS TIME TO PULL THE PLUG!

KEEP POUNDING AWAY, BOYS, BUT THIS PLACE IS GOING KABLOOEY IN ABOUT A MINUTE.

REALLY... I'M DOING YOU BOTH A FAVOR. WOULDN'T YOU RATHER GO CLEANLY THAN END UP LIKE POOR OLD GWEN?

Oh, AND BOYS, THE *REAL* PETER PARKER IS *REALLY* HERE SOME-WHERE.

WHY DON'T YOU SPEND YOUR LAST MINUTES LOOKING FOR HIM?

HEY, YOU NEVER KNOW, MAYBE YOU'LL GET A FINAL LOOK AT THE MAN OF WHOM YOU ARE *BOTH* JUST COPIES!

PUT YOUR *BACK* INTO IT! WE'VE *GOT* TO BE ABLE TO GET THROUGH!

WHAT? YOU DON'T THINK *I'M* TRYING HARD ENOUGH?

TRY RIPPING DOWN THE WALL AROUND THE MIRROR.

HER TOO?

IS *THIS* WHAT I'VE GOT TO LOOK FORWARD TO?

NO *WAY!*

YO! YOU'LL NEVER BREAK THROUGH IN TIME! THE *DOOR!*

IF YOU BOTH TRY YOU CAN OPEN THE DOOR!

GET OUT OF HERE! *LIVE!* AND IF YOU TWO HOT- SHOT SCIENTISTS HAPPEN TO FIGURE OUT A SOLUTION TO THIS *DEGENERATION* THING...

LET'S DO IT!

DON'T HAVE TO TELL ME TWICE.

...DON'T FORGET WHO *HELPED* YOU TODAY!

Oh, JACK... YOU AND I ARE GOING TO HAVE TO HAVE A *CHAT*, YOUNG MAN.

SURE, PROFESSOR.

MOMENTS LATER...

FRAKOOM

YOU KNOW THE LITTLE GUY IS RIGHT.

MAYBE *TOGETHER* WE COULD COME UP WITH SOMETHING FOR THE DEGENERATION.

MAYBE.

BUT THEN WE'D HAVE TO *KNOW* FOR SURE WHICH ONE OF US IS THE CLONE. IF NOT *BOTH* OF US.

ISN'T IT EASIER TO JUST GO ON BELIEVING WHAT WE BELIEVE?

BUT IF WE BELIEVE THAT HE *LIED* ABOUT EVERYTHING...

...HOW CAN WE EVER BELIEVE IN *ANYTHING* ABOUT OURSELVES AGAIN?

YOU GET USED TO IT...

...AFTER A WHILE.

THERE THEY GO... MY BOYS...

...AND THEY *STILL* DON'T KNOW THE *TRUTH!*

I *LOVE* THIS!

AND KAINE WATCHES...

...ONLY TO BE WATCHED...

...BY THE MAN CALLED SCRIER.

WHILE, IN THE JACKAL'S LABORATORY...

...AMIDST THE RUBBLE...

...RESTS A POD.

AND WITHIN THE POD...

...?

What's within the pod – and within the Jackal's mind – will jump the Spiderverse into even higher gear! It all begins in one week in part 1 of "PLAYERS AND PAWNS" in Spectacular Spider-Man #223! BE THERE!

MARVEL COMICS

THE SPECTACULAR SPIDER-MAN™

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HE'S NOT SPIDER-MAN®--

--HE'S NOT THE SCARLET SPIDER™--

--COULD THIS BE THE REAL PETER PARKER™?!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!
STAN LEE PRESENTS **THE SPECTACULAR SPIDER-MAN!**

PLAYERS & PAWNS PART ONE

FALSE TRUTHS

TOM DeFALCO - WRITER
SAL BUSCEMA - BREAKDOWNS
BILL SIENKIEWICZ - FINISHES
CLEM ROBINS - LETTERER
JOHN KALISZ - COLORIST
MARK POWERS - EDITOR
DANNY FINGEROTH - GROUP EDITOR
BOB BUDIANSKY - EDITOR-IN-CHIEF

UPSTATE NEW YORK.

WHAT A *MESS!* THIS LAB IS A COMPLETE *SHAMBLES!*

TYPICAL FOR THE *JACKAL*. ONLY *WRECKAGE* FOLLOWS HIS WAKE.

AND THAT APPLIES TO *LIVES* AS WELL AS LABORATORIES.

I MUST HAVE DUG OUT A FEW *TONS* OF DEBRIS IN THE PAST FEW *HOURS* SINCE HIS CONFRONTATION WITH *PARKER* AND *REILLY**...

...BUT I STILL HAVEN'T FOUND--*WAIT!* THIS REINFORCED *BUNKER* MAY BE JUST WHAT I'VE BEEN SEARCHING FOR!

*AS SHOWN IN *SPIDER-MAN #56*.
--MARK

THE JACKAL IS RUNNING *TRUE* TO FORM--THIS SHELTER WAS DESIGNED TO RESIST ANYTHING SHORT OF A DIRECT *NUCLEAR STRIKE*.

I KNEW HE WOULD NEVER ALLOW HIS PRECIOUS *SCIENTIFIC RECORDS* TO BE DESTROYED!

NO MATTER HOW HE HAS GENETICALLY RESTRUCTURED HIMSELF, *PROFESSOR MILES WARREN* HAS ALWAYS PRIZED *KNOWLEDGE* ABOVE ALL ELSE...

...WHICH IS WHY HE *SO RARELY SHARES* IT.

UNFORTUNATELY FOR HIM, *KAINE* TAKES WHAT HE *WANTS*.

AND WHAT I WANT NOW IS *PROOF*--

--PROOF THAT IS BOTH *SCIENTIFIC* AND *UNDENIABLE*.

PROOF THAT I TRULY KNOW WHO IS THE *REAL* PETER PARKER AND WHO IS THE *CLONE*!

IT TOOK MUCH *LONGER* TO SIFT THROUGH HIS FILES THAN I THOUGHT IT WOULD...BUT I FINALLY HAVE *ALL* THE INFORMATION I NEED.

I'LL JUST *COPY* THE PERTINENT FILES, AND--

UH-OH!

I MUST HAVE ACCIDENTALLY TRIGGERED A *FAILSAFE!*

THE WHOLE PLACE BEGAN *TREMBLING* AS SOON AS THE COMPUTER SPIT OUT MY FLOPPY--

WHAT THE--?!

ONE OF THE JACKAL'S *GENETIC CANISTERS* IS SUDDENLY BURSTING THROUGH THE RUBBLE!

I SHOULD HAVE KNOWN THIS WOULDN'T GO SO *EASY!*

IT PROBABLY *CONTAINS* ANOTHER ONE OF THOSE HUGE *GENETIC FREAKS* WHICH HE USES AS HIS *GUARDIANS.*

I ALMOST *PITY* THE POOR THING.

NOW THAT I'VE FINALLY *CONFIRMED* EVERYTHING I HAVE LONG BELIEVED--

--*NOTHING* AND *NO ONE* WILL GET IN MY WAY!

AT LAST! THE POD BEGINS TO OPEN! I WILL FINALLY SEE THE *FACE* OF--

--PETER PARKER?!

SURPRISED, KAINE--?

IMAGINE HOW I FEEL.

I THOUGHT YOU WOULD HAVE SURELY *PARTED* FROM THIS MORTAL VEIL BY NOW!

OR AT LEAST DEVELOPED A *BETTER SENSE* OF FASHION!

WHO *IS* THIS INTRUDER, PROFESSOR?

SOMEONE I'VE KNOWN A *REAL-LEE* LONG TIME, JACK...PERHAPS A MITE *TOO LONG!*

BUT HIS IDENTITY ISN'T NEARLY AS *INTRIGUING* AS THE MAN IN THE POD!

WHAT ARE YOU *DOING*, WARREN?

HAVEN'T YOU ALREADY CAUSED ENOUGH *MISERY*?

AHH...*WHO* CAN HONESTLY SAY WHAT'S ENOUGH?!

I FIGURED *TWO* PETER PARKERS MIGHT CAUSE A LITTLE CONFUSION... BUT *THREE*...*THREE* IS *DEFINITELY* THE CHARM!

WHICH ONE IS **REAL?!**

I COULD EASILY SAY ALL--

--NONE--

--OR CHOOSE ONE AT RANDOM!

IT DOESN'T MATTER!

YOU--OF ALL PEOPLE--SHOULD KNOW BETTER THAN TO TRUST ANYTHING I SAY!

FRANKLY, CONSIDERING ALL MY DUPLICITIES, I'M ASTOUNDED YOU EVEN BOTHERED TO RAID MY RECORDS!

KA-TUDD

--AND I PRAY THAT YOU FORCE ME TO BEAT IT OUT OF YOU!

OH, GOODY!

DON'T HOLD BACK!

I WILL HAVE THE TRUTH--

I'VE BEEN ANXIOUS TO GIVE MY NEW BODY A REAL TEST RUN IN THE ENDURANCE DEPARTMENT!

IF THAT COMPUTER DISK KAINE COPIED IS IMPORTANT, MAYBE I SHOULD DOWNLOAD A DUPLICATE, AND--

...

PROFESSOR--!

DO YOU MIND--?!

KAINE AND I WERE HAVING A MOMENT!

I NEVER REALIZED HOW THOROUGHLY INVIGORATED ONE FEELS AFTER A GOOD OLD-FASHIONED SLUGFEST!

TO THINK OF THE MONEY I WASTED ON THOSE JANE FONDA TAPES!

ALTHOUGH I DID LIKE BARBARELLA!

P-PROFESSOR! THERE'S SOME-ONE--SOMETHING --LURKING IN THE SHADOWS!

LET ME GET THIS STRAIGHT...

YOU'RE A CLONE...

...COWERING IN THE ARMS OF A MAN WHO SPENT THE LAST FIVE YEARS GENETICALLY RE-ENGINEERING HIMSELF...

...AND YOU DON'T FIND THAT UNSETTLING?!

PERHAPS YOU NEED A BIT MORE CAFFEINE IN YOUR DIET!

WELCOME BACK, MILES.

IT IS GOOD TO COUNT YOU AMONG THE *LIVING* AGAIN...

IF ONLY *TEMPORARILY*.

SCRIER?!

I SEE YOU STILL HAVE THAT WONDERFULLY ENDEARING HABIT OF DROPPING IN WITHOUT WARNING.

YOU REALLY SHOULD CALL *AHEAD*! I WOULD HAVE *TIDIED UP* AND ORDERED *PIZZA*!

WHY ARE YOU HERE? HAVE YOU FINALLY DECIDED TO DITCH THAT TIRESOME *TRAVELLER* FELLOW--

--AND *UPGRADE* YOUR SOCIAL LIFE?!

TIME FOR A STRATEGIC *RETREAT*.

I THOUGHT I HAD A *NOTION* OF WHAT WAS AT RISK HERE--

--BUT THE *STAKES* JUST SHOT THROUGH THE *ROOF*!

ONLY A TOTAL *MADMAN* WOULD ALLOW HIMSELF TO GET CAUGHT BETWEEN *SCRIER* AND THE *JACKAL*.

AND I *HAVEN'T* CROSSED THAT LINE.

YET.

THE *THIRD* PARKER--!

HE MUST HAVE SLIPPED *AWAY* DURING THE CONFUSION.

I *CAN'T* WORRY ABOUT HIM NOW.

I HAVE MY OWN *AGENDA*!

AND YET, I CAN'T HELP WONDERING *HOW* HE FITS INTO THE JACKAL'S MASTER PLAN.

IS HE MERELY ANOTHER *FEINT*?

AN ADDITIONAL *DISTRACTION*?

OR THE *WILD CARD* NO ONE ANTICIPATED?!

TAKE A LOAD OFF, MY FRIEND.

I ASSUME YOU'RE HERE FOR A *FINAL* ACCOUNTING!

NOT QUITE YET, MILES...

ALL IN GOOD TIME.

CAN YOU *BELIEVE* THAT GUY?

HAVEN'T SEEN HIM IN YEARS ...AND HE NEVER ONCE COMPLIMENTED MY NEW 'DO!

B-BUT *HOW* DOES HE *SLIP* INTO THE SHADOWS LIKE THAT, SIR?

PUH-LEASE, JACK...

NO MORE ANNOYING QUESTIONS!

FOR ALL I KNOW, HE PURCHASED A *RONCO SHADOW SLIPPER* FROM THE *HOME SHOPPING CLUB!*

HOWEVER, HE OBVIOUSLY HAS SOME *CONCERNS*. I KNEW HE WOULD *EVENTUALLY* CHECK IN WITH ME... BUT HE'S WAY *AHEAD* OF SCHEDULE.

SOMETHING MUST BE TROUBLING HIM...

I WONDER IF IT HAS ANYTHING TO DO WITH TRAVELLER'S RECENT VISIT TO *RAVENCROFT*?*

OH, WELL, THERE'S ONLY *ONE* WAY TO FIND OUT...

TWAK

CA-THUNK

COME *ALONG*, JACK! TIME TO PACK UP THE *OLD COMPUTERS*, AND HEAD FOR OUR *NEW HOME!*

NOW IS WHEN THE *FUN* REALLY BEGINS--!

*SEE *POWER AND RESPONSIBILITY*, THE SPIDER-CROSSOVER THAT ENDED IN *SPECTACULAR* #217. --MARK

AM I A FUN GUY, OR WHAT?

I COULD BE SPENDING THIS DAY IN SO MANY PRODUCTIVE WAYS...

INSTEAD, I WASTE IT BY CHECKING UP ON ONE OF MY... uh... PARKER'S OLD FRIENDS.

PROBABLY A GUY JUST LOOKING TO GET OUT OF THE COLD.

IGNORE HIM!

LET'S PLAY SOME B-BALL!

WHO'S THAT GEEK IN THE CORNER, MR. T.?

EXIT

MAYBE YOUR LIFE DIDN'T WORK OUT QUITE THE WAY YOU PLANNED, MR. THOMPSON...

MAYBE YOU'RE ONLY A PART-TIME ATHLETIC DIRECTOR INSTEAD OF A BIG-NAME PRO.

MAYBE YOU NEVER GOT THE BIG BUCKS OR TROPHY WIFE--

--BUT YOU'RE A FAR CRY FROM THAT LOUDMOUTHED BULLY WHO USED TO IMPRESS HIS CROWD--

--BY TORMENTING "PUNY" PARKER BACK IN HIGH SCHOOL!

WHATEVER YOUR FINANCIAL STATUS, IT'S PRETTY OBVIOUS YOU HAVE A GOOD LIFE--

--AS WELL AS THE RESPECT AND ADMIRATION OF THOSE KIDS.

YOU'VE DONE WELL FOR YOURSELF, FLASH.

CERTAINLY BETTER THAN BEN REILLY EVER DID... BUT THAT COULD CHANGE!

I USED TO BELIEVE THAT I WAS ONLY A CLONE.

BUT THE JACKAL RECENTLY OPENED THE POSSIBILITY THAT I COULD BE THE REAL PETER PARKER--

--AND MAY DESERVE A REAL LIFE AFTER ALL!

THE JACKAL HAS *DONE* IT, AGAIN!

THAT MANIPULATIVE MONSTER HAS THROWN *EVERYTHING* INTO DOUBT--

--INCLUDING THE *EVIDENCE* I JUST STOLE FROM HIM.

HE OBVIOUSLY INTENDS TO USE THE *THIRD PARKER* TO SPREAD FURTHER *CONFUSION*.

BUT I KNOW THE *TRUTH!*

UNLESS...

UNLESS HE'S ALSO MANEUVERING *ME!*

NO! KAINE IS NO MAN'S PAWN-- *ARRGGH!*

MY MIND--!

SUDDENLY FEELS LIKE IT'S ON *FIRE*...BURNING WITH AN *IMAGE* ...OF A *MURDER* WHICH HAS YET TO OCCUR!

IT APPEARS *MRS. PARKER* AND I *STILL* HAVE A DATE WITH DESTINY--!

ELSEWHERE...

I'VE LOOKED OVER YOUR *PRELIMINARY* TESTS, MRS. PARKER--

--AND I CAN SAFELY SAY YOU'RE AS HEALTHY AS A *HORSE!*

HARDLY AN *IMAGE* I'D CARE TO CULTIVATE, DOCTOR...

...BUT I CAN EVEN LIVE WITH *THAT*...AS LONG AS MY *BABY* IS FINE!

THAT'S PRECISELY *WHY* I WANTED TO SEE YOU, MARY JANE.

PLEASE *BELIEVE* ME WHEN I SAY THERE IS ABSOLUTELY *NO* CAUSE FOR ALARM... BUT I DETECTED A MINOR... *ANOMALY.*

I'D LIKE TO SCHEDULE *ADDITIONAL TESTS* AT YOUR EARLIEST CONVENIENCE.

WHAT... *KIND*... OF ANOMALY?

TRUST ME... IT'S *NOTHING* TO WORRY ABOUT!

It's impossible not to worry, Doctor.

Especially since I know that my husband was bitten by a radioactive spider!

I've seen the effect that's had on him...

On his life...

On his body...

What has it done to my baby?!

MEANWHILE...

THE MAN ONCE KNOWN AS MILES WARREN ENTERS HIS NEW HIDDEN LAIR.

IT IS A PLACE IN WHICH HE WILL WARP NATURE ITSELF...

...AND ENJOY EVERY MOMENT OF IT.

AND REMIND ME TO REMOVE THE DISNEY CHANNEL FROM MY CABLE BOX!

WHA...WHAT ARE THOSE THINGS, SIR?

WELCOME TO WONDERLAND, JACK!

HERE, I SHALL PLY MY ART... CRAFTING THE MOST WONDERFUL MIRACLES OF GENETIC ENGINEERING!

DREAMS WILL BE GIVEN REALITY IN THIS MAGIC KINGDOM!!

WELL... WE'RE ACTUALLY TALKING NIGHTMARES ...BUT WHY QUIBBLE!

TOOLS, JACK! LIVING, BREATHING GENETIC TOOLS!

EACH PROGRAMMED WITH A SPECIAL FUNCTION AND LIMITED LIFESPAN!

UH... THAT REMINDS ME, PROFESSOR... HAVE YOU GIVEN ANY FURTHER THOUGHT TO STOPPING MY OWN CELLULAR DETERIORATION?

NOPE!

I CAN'T GET MY MIND OFF RAVENCROFT!

I SUPPOSE I COULD CHARGE IN, TAKE HOSTAGES, AND HOPE TO STUMBLE ON WHAT SCRIER LEARNED.

NAH! TOO OBVIOUS!

SINCE I HAVE SOME TIME TO KILL WHILE THE LAB SETS UP, I MAY AS WELL AMUSE MYSELF...

AT THE MANHATTAN OFFICES OF THE *DAILY BUGLE*...

I'M SORRY I CAN'T *HELP* YOU, PETER...

...BUT I'M FRESH *OUT* OF ASSIGNMENTS!

I WAS FORCED TO CULTIVATE *OTHER* FREELANCERS WHEN YOU STARTED *REFUSING* WORK A FEW WEEKS AGO.

I'LL TRY TO SCROUNGE *SOMETHING* UP FOR YOU ...BUT IT'LL PROBABLY TAKE AWHILE TO SLIP YOU *BACK* INTO THE REGULAR ROTATION.

I...I UNDERSTAND, ROBBIE.

I KNOW YOU'LL TRY YOUR *BEST* ...AND I *REALLY* DO APPRECIATE IT.

OH, MAAA-AAN! I'M IN REAL TROUBLE IF I CAN'T DEPEND ON THE *DAILY BUGLE* FOR A REGULAR CHECK...ESPECIALLY WITH A *BABY* ON THE WAY!

I'D BETTER SWITCH INTO MY *SPIDER-TOGS*, AND HOPE THAT I CAN CHANCE UPON SOMETHING *NEWSWORTHY* ENOUGH TO--

WE NEED TO *TALK*.

SAVE THE NOT-SO-*WISE* REMARKS FOR ANOTHER OCCASION, YOUNG MAN. A POLICE DETECTIVE HAS BEEN AROUND ASKING SOME VERY TROUBLING *QUESTIONS* ABOUT YOU--

--AND A *BEN REILLY!*

RELAX, JONAH! I'M NOT ON THE *CLOCK!*

YOU *AREN'T* PAYING ME TO LOOK STUPID.

MISTER PARKER--!

IN FACT, YOU'RE *NOT* PAYING ME AT ALL!

NICE WORK, DETECTIVE TREVAYNE...

...YOU'VE BUILT A VERY STRONG CASE.

THE D.A.'S OFFICE WILL HAVE NO TROUBLE GETTING AN INDICTMENT FOR MURDER ONE!

I'LL BEGIN THE NECESSARY PAPERWORK IMMEDIATELY--

--YOU SHOULD HAVE WARRANTS WITHIN THE HOUR!

ACTUALLY, SIR, THE REAL CREDIT BELONGS TO DETECTIVE RAVEN...

HE'S BEEN HOUNDING THIS PERP FOR YEARS-- ALL THE WAY FROM SALT LAKE CITY.

YOU MUST BE VERY PLEASED WITH YOURSELF, DETECTIVE!

YES, SIR...

POSITIVELY ECSTATIC!

I've rarely seen JOLLY JONAH so tense.

If I didn't know better, I'd almost believe he was honestly CONCERNED for my well-being.

Yeah, RIGHT! The old skinflint is probably afraid he'll lose a few ADVERTISERS... if ANYONE connected with his precious newspaper... should get ARRESTED.

What has REILLY gotten me involved in?!

HE'S MY CLONE! He should have my INSTINCTS! My PERSONALITY! My basic SENSE of RIGHT and WRONG--

--HE CAN'T be guilty of anything serious! HE JUST CAN'T BE!

And yet... I hardly know ANYTHING about him. I have no idea WHERE he's been... WHAT he's experienced... or HOW he's lived over the years.

There certainly have been occasions when even I wanted to CUT LOOSE, take the LAW into my own hands, and--

My God!

GRIM HUNTER!

DOCTOR OCTOPUS!

Is it POSSIBLE? Could my clone be a MURDERER?

PARKER--!

YOU ARE THE TRUE PETER PARKER!

MY IDENTITY WASN'T AN ISSUE BEFORE NOW, BUDDY BOY... BUT I CAN'T SAY THE SAME ABOUT YOURS!

WHO ARE YOU, AND WHAT DO YOU WANT?!

I HAVE THE RIGHT MAN--

--I'VE ALWAYS KNOWN HIM!

IF YOU LACK THE NECESSARY SCIENTIFIC EXPERTISE TO UNDERSTAND THIS MATERIAL--

--FIND SOMEONE WHO CAN EXPLAIN IT.

I AM KAINE...AND THIS IS A HARD COPY OF A RECENTLY STOLEN COMPUTER FILE.

YOU WILL FIND IT QUITE ENLIGHTENING!

YOU MUST HAVE ME MISTAKEN FOR SOMEONE ELSE.

I'M NO REPORTER.

I DON'T DEAL WITH ANONYMOUS SOURCES!

IT'S DOCUMENTED PROOF THAT YOU ARE THE REAL PETER PARKER!

B-but...I KNEW I was real!

I don't need PROOF...

Unless...

NO!

I can't even GUESS your actual agenda, pal--

--but you just screwed with the WRONG man!

HASTA LA VISTA, FLASH!

SEEING WHAT YOU'VE DONE WITH YOUR LIFE HAS HELPED INSPIRE ME TO TRY TO CARVE OUT ONE OF MY OWN.

WHETHER MY MEMORIES OF YOU BELONG TO ME --OR PARKER--I SINCERELY WISH YOU THE VERY BEST OF--

GREETINGS, ALL!

I'M HERE TO CRASH YOUR GAME--

--AS WELL AS YOUR HEADS!

I DO HOPE MY OPENING LINE WASN'T TOO CORNY!

IT WAS THAT OR SOMETHING ABOUT DROPPING IN ON YOU!

THE JACKAL--! HE MUST HAVE SOME WAY OF KEEPING TABS ON ME!

BUT I CAN'T WORRY ABOUT THAT NOW--!

IF ANYONE IS HURT, IT WILL BE MY FAULT! MY RESPONSIBILITY!

WHERE ARE YOU RUNNING OFF TO, BEN?

OH... OF COURSE! I FORGOT ALL ABOUT THE ALL-IMPORTANT COSTUME!

I'M STILL A BIT RUSTY WHEN IT COMES TO THE SUBTLETIES OF THE PSYCHOTIC VILLAIN SCENE...SO PLEASE BEAR WITH ME!

HURRY BACK! YOU DON'T WANT TO MISS--

--THE VERY LATEST DEADLY DELIGHT FROM MY GENETIC SOUP!

I USED THE DNA OF A GENUINE KOMODO DRAGON, A GENEROUS HELPING OF BOA CONSTRICTOR, SOME OREGANO FOR TASTE --AND VOILÀ!

GO, GUYS! GO! GET OUT OF HERE!

I'LL TRY TO DISTRACT THOSE CREATURES WHILE YOU RUN FOR SAFETY!

YOU ALWAYS WERE A SLOW LEARNER, THOMPSON!

MAYBE YOU'LL BE FASTER AT DYING!

I WISH THE PROFESSOR WOULD STOP THIS FOOLISHNESS--AND CONCENTRATE ON THE DEGENERATION FACTOR WHICH IS SLOWLY KILLING ME!

DATA THE JACKAL WOULD GO TO ALMOST ANY LENGTH TO KEEP FROM REILLY!

OTHERWISE, I COULD BE FORCED TO USE THIS COPY OF THE DATA WHICH KAINE DOWNLOADED!

AND, SPEAKING OF GENTLE BEN, LOOK WHO'S BURSTING OUT OF THE LOCKER ROOMS NOW--!

YOU'RE SICK, JACKAL!

TOTALLY DERANGED!

OH, RIGHT!

LIKE I REALLY *VALUE* THE OPINION OF A MAN IN *RED TIGHTS* AND A *TORN SWEAT-SHIRT!*

AT LEAST THE *OTHER* SPIDER-GUY HAD THE GOOD SENSE TO DESIGN A COSTUME WITH SOME *MERCHANDISING POTENTIAL!*

I DOUBT WE'LL BE SEEING MANY SCARLET SPIDER *ACTION FIGURES* ON THE TOY SHELVES NEXT *CHRISTMAS!*

YOU'VE TOTALLY *LOST YOUR MIND!* *NOTHING* YOU SAY MAKES ANY SENSE!

THAT'S THE REAL *FUN* OF BEING THE BAD GUY, MY BOY!

YOU GOODIES HAVE TO BE *LOGICAL, WELL-MOTIVATED,* AND ATTUNED TO THE *DEEPER* RHYTHMS OF LIFE! I JUST HAVE TO CAUSE *DEATH* AND *DESTRUCTION!*

PARKER WILL NEED TIME TO *DIGEST* THAT MATERIAL--

--IT WILL SIGNIFICANTLY *IMPACT* HIS FUTURE DEALINGS WITH *REILLY* AND THE *JACKAL*.

THE JACKAL--!

I STILL WONDER WHY HE *WAITED* TO ANNOUNCE HIMSELF... UNTIL I ALREADY *POSSESSED* THE INFORMATION I SOUGHT...

WAS IT POOR *TIMING*--?

OR HAD HE *GUESSED* MY PLANS... AND DEFTLY USED ME AS A *MESSENGER BOY*?!

oh, no--!

APPLY YOUR *BRAKES*, MISTER... OR YOU'LL SOON BE SUCKING *ROOF TILES*!

YOU JUST GAVE A REAL *FRIGHT* TO A CLOSE FRIEND OF MINE! A GENTLEMAN NAMED *PETER PARKER*!

I QUICKLY FLIPPED THROUGH THAT *PACKET* YOU DROPPED ON HIM! *HEADY STUFF*! BUT IT'S JUST *WORDS* ON PAPER! *NAMES* COULD HAVE BEEN CHANGED! *FACTS* ALTERED!

I WANT THE REAL SCOOP... AND I WANT IT *NOW*!

I... I DON'T *WANT* THIS CONFRONTATION! I DIDN'T *PLAN* FOR IT TO OCCUR!

DID... THE JACKAL?!

UPSTATE.

WHERE YOU HEADED, BUDDY?

I... uh... I'M NOT SURE.

THAT'LL MAKE IT REAL HARD TO KNOW WHEN YOU'VE ARRIVED.

HOP ABOARD, ANYWAY. I COULD USE THE COMPANY.

YOU OKAY, BUD? YOU SEEM A MIGHT UNSTEADY.

I HOPE IT AIN'T DRUGS!

NO... I... I DON'T THINK SO.

TO TELL YOU THE TRUTH... MY MIND IS ALL HAZY! I MIGHT HAVE BEEN IN SOME KIND OF ACCIDENT. I... I'M NOT EVEN SURE HOW I GOT HERE...

I CAN'T REMEMBER ANYTHING... NOT EVEN MY OWN NAME.

I JUST HAVE THIS NAGGING FEELING... THIS HAUNTING BELIEF... THAT I SHOULD BE DOING SOMETHING IMPORTANT.

SOMETHING REAL IMPORTANT!

BUT I JUST CAN'T SEEM TO RECALL WHAT IT IS...

TO BE CONTINUED IN WEB#123!

MARVEL COMICS

WEB OF SPIDER-MAN

PLAYERS AND PAWNS PART TWO

$1.50 US
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STEVEN 94

STAN LEE
PRESENTS: SPIDER-MAN AND THE SCARLET SPIDER!

TRUE LIES

"PLAYERS AND PAWNS"

PART 2 OF 2

...THE TROUBLE HAD JUST BEGUN.

THE SCARLET SPIDER WASN'T EVEN BROKEN YET, JACKAL...

...WHY'D YOU THROW HIM AWAY SO SOON?

PLEASE... D-DON'T HURT...

=UKK=

...THE K-KIDS...

HE'S SIMPLY NOT THE MAN HE USED TO BE, LITTLE JACK...

...BUT THIS THOMPSON TOY STILL HAS SOME LIFE LEFT!

BESIDES, IT'S FUN MESSING WITH REILLY. BY TORTURING SOMEONE HE REMEMBERS AS PETER PARKER'S FRIEND--

--IT'S LIKE DOING IT TO HIM DIRECTLY.

PLUS, I HAVE TIME TO KILL WHILE MY NEW LAB IS BEING SET UP.

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DANNY FINGEROTH
GROUP EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF

WHY...?

COULD BE THE COMPANY YOU KEEP, FLASH M'BOY.

OR A PLOT TO CLEANSE THE GENE POOL OF BRAINLESS JOCKS. OR MAYBE JUST A BAD HAIR DAY...

WOULD YOU BELIEVE--

--THE DEVIL MADE ME DO IT?!

NOOOO!

THWIP

YES.

THAT'S THE VERY FIRST THING YOU'VE SAID SINCE YOUR... REBIRTH, JACKAL--

--THAT I DO BELIEVE!

UNbelievable.

My gorgeous wife's at home in front of a roaring fire--ALONE--carrying our child...

...our child...

...while I'M facing off on a bitter-cold rooftop with a complete stranger.

A GIFT HORSE that just stepped out of the shadows and handed me all the evidence I should ever need...

...to prove I'm the one-and-only ORIGINAL SPIDER-MAN.*

THIS FILE SAYS EVERYTHING I HOPED TO KNOW, KAINE...

*SEE SPECTACULAR #222. --ERIC

...BUT IT'S JUST WORDS ON PAPER. FACTS AND FIGURES OUT OF THIN AIR, FOR ALL I KNOW.

IT'S NOT ENOUGH. NOT NEARLY ENOUGH.

NOW I WANT SOME REAL ANSWERS--

--REAL FAST!

DO NOT PUSH ME, SPIDER-MAN...

...YOU ARE NOWHERE NEAR READY FOR IT.

FIRST THINGS FIRST HERE.

POOT

YAA!

DOWN-COURT, KIDDOS...

...NOW!

THE GENETRIX ARE NOTHING MORE THAN OVERGROWN "VIRUSES"--CONSTANTLY MUTATING AND TWISTING FROM ONE FORM TO ANOTHER--FROM HUMANOID TO MONSTROUS.

OOP

THEIR GENETIC MATRIX IS SO UNSTABLE...

BLPH

INTO THE MIX, JACK.

ME?

YOU HAVE NOTHING TO LOSE, BOY...

...TRUST ME.

IT'S MERELY A MATTER OF TIME...

POOMF

...CELLULAR BREAKDOWN IS INEVITABLE.

THANKS, BOSS. LOTS. I THINK.

GO!!

WATCH YOUR STEP HERE, SON... CAREFUL OF THAT GLASS...

GOTCHA, C-COACH THOMPSON.

I HEAR SIRENS APPROACHING ALREADY, BUT THE JACKAL'S SEALED ALL THE GYM DOORS.

SO I'LL LOWER EACH AND EVERY ONE OF THESE KIDS TO THE GROUND MYSELF IF I HAVE TO...

POOPH

"...EVEN IF I'D MUCH RATHER BE IN THE THICK OF IT WITH THE SPIDER."

I'M IMPRESSED.

FLASH HAS COME A LONG WAY FROM THE CLASS BULLY I REMEMBER, TERRORIZING THE SCHOOLYARD, JUST FOR ATTENTION FROM THE GIRLS.

MAYBE HE'S FINALLY LEARNED THAT A TRULY STRONG MAN KNOWS HIS LIMITATIONS, IF NOTHING ELSE.

PENNY FOR YOUR THOUGHTS, SCARLET...

JACK?!

WISH I COULD SAY THE SAME.

SO SORRY TO DISTRACT YOU, RED--

--BUT IT IS WHAT I DO BEST, AFTER ALL--

--AND IT'S REALLY JUST A MATTER OF TIME...

HEROES

YEOW!

LOOKS LIKE YOUR TIME IS UP, IMP.

UNLESS A DOSE OF STINGERS AND IMPACT-WEBBING--

--PUTS THE LAST OF THE GENETRIX DOWN FOR THE COUNT!

THWIPTH

YOU S-SAVED MY LIFE...?

PLOOP

HOW CAN I EVER THANK YOU, SCARLET?

EASY. DON'T CALL ME "SCAR--"

--REARGH!

SHRK

09

WHERE AM I...?

Ellie's Truck Stop

GO

JUST HOPPED ON THE FIRST TRUCK TOWARD NEW YORK. THAT STOPPED FOR ME LAST NIGHT*...

...AND HOPPED OFF THE NEXT PLACE I COULD.

*SPECTACULAR SPIDER-MAN #222.--ERIC

STUMBLED OUT OF THAT WEIRD LAB IN THE CATSKILLS WITH ONLY THE CLOTHES ON MY BACK...

WHO AM I?

SOMEBODY UP AT THE LAB CALLED ME "PETER PARKER." IS *THAT* WHO I AM?

SO TIRED. I NEED SOME REST.

NO ONE SHOULD BOTHER ME BACK HERE.

HOLD IT RIGHT THERE, PAL!

HOW HAS IT COME TO THIS...?

NEVER SHOULD HAVE GIVEN HIM THE FILE IN THE FIRST PLACE. EVERY ANSWER JUST LEADS TO ANOTHER QUESTION...

YOU'RE FAST FOR YOUR SIZE, KAINE--A LOT FASTER THAN YOU LOOK --BUT THAT'S ALL I KNOW SO FAR.

SO YOU'RE NOT GOING ANYWHERE...

...UNTIL WE TALK!

WE ALL HAVE OUR SECRETS, PARKER...

THWIP

...EACH AND EVERY ONE OF US.

THIS WAS A MISTAKE. A GRAVE MISTAKE.

OR WAS IT?

MAYBE IT'S EXACTLY WHAT THE JACKAL WANTED--WHAT HE PLANNED ALL ALONG--

--JUST ANOTHER ROUND OF HIS GAME...

BOOM

BUT I, AT LEAST, WILL BE A PLAYER--

--NOT A PAWN!

KWOOM

JACKAL COULD HAVE KILLED ME WITH THAT SWIPE.

SPIDER-SENSE TRIED TO WARN ME, BUT I WAS TOO BUSY SAVING JACK FROM THE LOCAL WILDLIFE.

I'VE BEEN *DREAMING* OF THESE MOMENTS-- QUITE LITERALLY-- FOR HALF A DECADE, SON...

...DON'T MAKE IT SO EASY!

BACK FEELS LIKE IT'S ON *FIRE*...

...BUT HE *COULD* HAVE KILLED ME--

--EEYAAR!

NEVER, *EVER* TURN FROM ME AGAIN, CHILD--

--THE *NEXT* CUT IS THE *DEEPEST*!

KROOM

TAKE *THAT*, SPIDER...

...AND THAT...

...AND THAT...

P-PLEASE DON'T DROP ME, COACH...

NOT A CHANCE, BUDDY..

--I'VE *GOT* YOU ALL THE WAY.

PATHETIC.

HKK

I THOUGHT I MADE YOU BETTER THAN THIS, "BEN"...

WRONG.

...AND I KNOW I TAUGHT YOU BETTER!

KIDS ARE ALL CLEAR, HERO--

--WE'RE OUTTA HERE!

...THE MAN I FOUGHT LONG AND HARD TO BECOME. AN IDENTITY EARNED IN BLOOD, SWEAT, AND TOO MANY TEARS.

SHRRK

DEAD WRONG.

CLONE OR NOT, BEN REILLY IS MY CREATION...

WHATEVER-- WHOEVER-- I AM TODAY...

...IS MY RESPONSIBILITY ALONE!

AND YOU, JACKAL--

--ARE JUST ANCIENT HISTORY!

HHNN...

STOOM

FOREST HILLS HOSPITAL...

IT'S BEEN TOO LONG, MAY.

YOUR SYSTEMS ARE FINALLY STABILIZING, BUT YOU'VE BEEN IN THIS COMA FOR WEEKS NOW...

...AND WE HAVEN'T EVEN BEGUN TO ASSESS THE DAMAGE FROM YOUR STROKE.

ALWAYS BEEN A FIRM BELIEVER IN TALK THERAPY, LADY--FOR THE VALUE TO THE VISITOR, IF NOTHING ELSE--

--BUT THERE'S NO WAY TO KNOW HOW MUCH YOU UNDERSTAND.

MORE than you imagine, doctor. More than I can REMEMBER...

...SO MUCH has happened...

...so much still WAITS.

MRS. PARKER--?!

MAY?!

YOU'RE AWAKE--?!

THE CHILDREN ARE ALL SAFE. BUILDING'S STILL STANDING...

...AND THE POLICE HAVE THE SITUATION COMPLETELY UNDER CONTROL.

BUT IT'S NOT OVER YET...

AMB

NYPD

CONTACT KAFKA AT RAVENCROFT--

--TELL HER TO PAD ANOTHER CELL FOR THE JACKAL!

I'LL NEVER FORGET THIS, SPIDER.

WARREN STILL HASN'T PLAYED HIS TRUMP CARD. THE WHOLE TRUTH ABOUT ME--

--BUT I OWE YOU ONE, KID.

ESPECIALLY, SINCE, I WANT TO GO TO RAVENCROFT WITHOUT BREAKING IN AND CAUSING A DISRUPTION.

WHAT'S THAT ALL ABOUT, MISTER?

THERE'S SOMETHING THERE THAT BELONGS TO ME.

--ABOUT THE MAN UNDER THIS MASK--

-- AND THE OTHER PETER PARKER...

YOU'VE NO IDEA WHAT YOU'VE DONE-- COULDN'T EVEN BEGIN TO GUESS, REALLY--

DON'T HAVE A CLUE, SARGE...

...BUT I KNOW SOMEONE WHO DOES!

THWIP

LET'S CHAT, CHUMP.

BETTER YET, CHUM... ...LET'S DEAL.

SEE THIS DISK? PROOF POSITIVE-- HARD DATA AND COLD CALCULA-TIONS--

--THAT YOU ALONE ARE THE HONEST-TO-GOODNESS, GENUINE SPIDER-MAN.

PUTTING A LIE TO ALL THE OTHER LIES THAT--

NYPD

NYPD

TSK, TSK, JACK..

NO!

--I DO BELIEVE THAT'S MINE!

SNAP!

JACKAL JUST TRIGGERED SOME KIND OF... OF...

YOUR FUTURE...

...IN YOUR HANDS NOW...

GENETIC DETERIORA-TION, SCARLET.

FIRST POINTS TO YOU, KAINE--

--NOW IT'S MY TURN!

POW

THIS MUST END.

HERE AND NOW.

IF IT MUST BE DONE...

THK THK THK

...LET IT BE QUICK.

HEY--!

AND DECISIVE.

PUT ME DO--

BOOM!

Can't even spin a web BEFORE--

ШНОК

That HURT.

A lot.

But whatever doesn't kill me...

...still hurts.

A LOT.

THWIP

GET READY TO FEEL THE BURN...

...KAINE--?!

GONE Already...

PRELIMINARY RESULTS CONFIRM YOUR PROGNOSIS, DR. CAPUTO. THE PATIENT'S REGAINED FULL CONSCIOUSNESS--

BUT SHE'S NOT RESPONDING TO OUR PRESENCE AT ALL.

INDICATIONS OF BRAIN DAMAGE, JULIA?

TOO SOON TO TELL FOR SURE.

MAY PARKER'S JUST COME OUT OF A WEEKS-LONG COMA--

--EXCELLENT NEURAL AND SENSORY REACTIONS--

--SHE'S STILL IN SHOCK--

I'VE GOT TO FIND MAY'S NEPHEW--PETER--OR HIS WIFE...

...THE BEST MEDICINE I CAN PRESCRIBE NOW IS A SOLID DOSE OF FAMILY.

CONGRATS, DOC. PARKER WAS A REAL DARK HORSE THERE FOR A WHILE.

SHE TURNED OUT TO BE ONE TOUGH OLD MARE IN THE END, THOUGH, DOCTOR...

AND I HAD NOTHING TO DO WITH HER RECOVERY.

WRONG about that, dear.

You gave me TIME. Time to FIND the strength I needed.

PRECIOUS time...

HURRY, PETER...

...PLEASE...

HAVEN'T BEEN *BACK* HERE SINCE THAT NIGHT...

...AND THAT VERY *FIRST* CONFRONTATION WITH MY BETTER HALF, THE *ORIGINAL* PETER PARKER. THE SO-CALLED *REAL* SPIDER-MAN.*

STILL DON'T *REMEMBER* MUCH BETWEEN THE EXPLOSION AT THE STADIUM AND WAKING UP AT THE FOOT OF THIS SMOKESTACK...

...BUT I ALWAYS FIGURED THAT HE BROUGHT ME HERE FOR SOME REASON.

*AMAZING SPIDER-MAN #150. --ERIC

CAN'T HELP *WONDERING* IF PETER EVER FACED A *MOMENT* LIKE THIS. IF HE EVER SAW HIS *ENTIRE LIFE REDUCED* TO A SINGLE OBJECT...

AND I WONDER IF IT *SCARED* HIM HALF AS MUCH AS ME.

...THAT JUST MIGHT BE AN *ANSWERED PRAYER.*

JACK SACRIFICED HIMSELF TO SHARE THIS SECRET...

...OR DID HE?

THIS COMPUTER DISK COULD HOLD A *MIRACLE*-- NEW EVIDENCE THAT I'M ACTUALLY THE ONE *TRUE PARKER*--

--OR IT COULD BE ANOTHER OF THE JACKAL'S SICK JOKES.

AFTER ALL THESE YEARS AWAY-- ALL THE DREAMS AND DOUBTS...

...I STILL CAN'T HELP BUT *WONDER* WHAT PETER WOULD HAVE DONE.

BUT IT REALLY *DOESN'T* MATTER.

I'M *NOT* PETER PARKER!

NOT THAT PETER PARKER. NOT ANYMORE.

SPLASH

AND BEN REILLY NO LONGER NEEDS VALIDATION FROM ANYTHING-- ANYBODY--

--BUT ME.

JACKAL ONLY *REMINDED* ME OF THAT AGAIN TONIGHT.

MY OWN ROOTLESS EXISTENCE--EACH AND EVERY *FRIEND AND FOE* ALONG THE WAY--HAS LONG SINCE *PROVEN*...

...LIFE IS IN THE LIVING!

TWIP

MANHATTAN, THE DISTRICT ATTORNEY'S OFFICE.

WE'VE GOT A PROBLEM.

WHAT DO YOU MEAN? JUST A WHILE AGO YOU TOLD US THE WARRANT WAS ON THE WAY.

SORRY, *TREVANE*. IT'S NOT MY FAULT. THE PAPERWORK IS WITH THE JUDGE AND HE'S A *STICKLER* FOR PROCEDURE--

--ESPECIALLY, WHEN IT INVOLVES A PERSON WHO'S *NEVER* BEEN CONVICTED OF A CRIME.

YOU AND *RAVEN* WILL JUST HAVE TO BE PATIENT.

ELSEWHERE.

STILL SO *TIRED* EXHAUSTED TO THE BONE...

AS IF THIS IS *ALL* I KNOW--ALL I'VE *EVER* KNOWN--

--AS IF I COULD SLEEP FOREVER...

WHAT THE--?!

HOLY...!

KWOOK

HEAD'S BLARING-- BUZZING, LIKE SOME FRENZIED INSECT--

--WHILE THESE THREE ARE TRYING TO CRACK IT OPEN.

THEY NEVER STOOD A CHANCE, REALLY.

SOON AS THAT INHUMAN INSTINCT WARNED ME...

...I REACTED INSTINCTIVELY-- IMPOSSIBLY-- TO THE THREAT SOMEHOW.

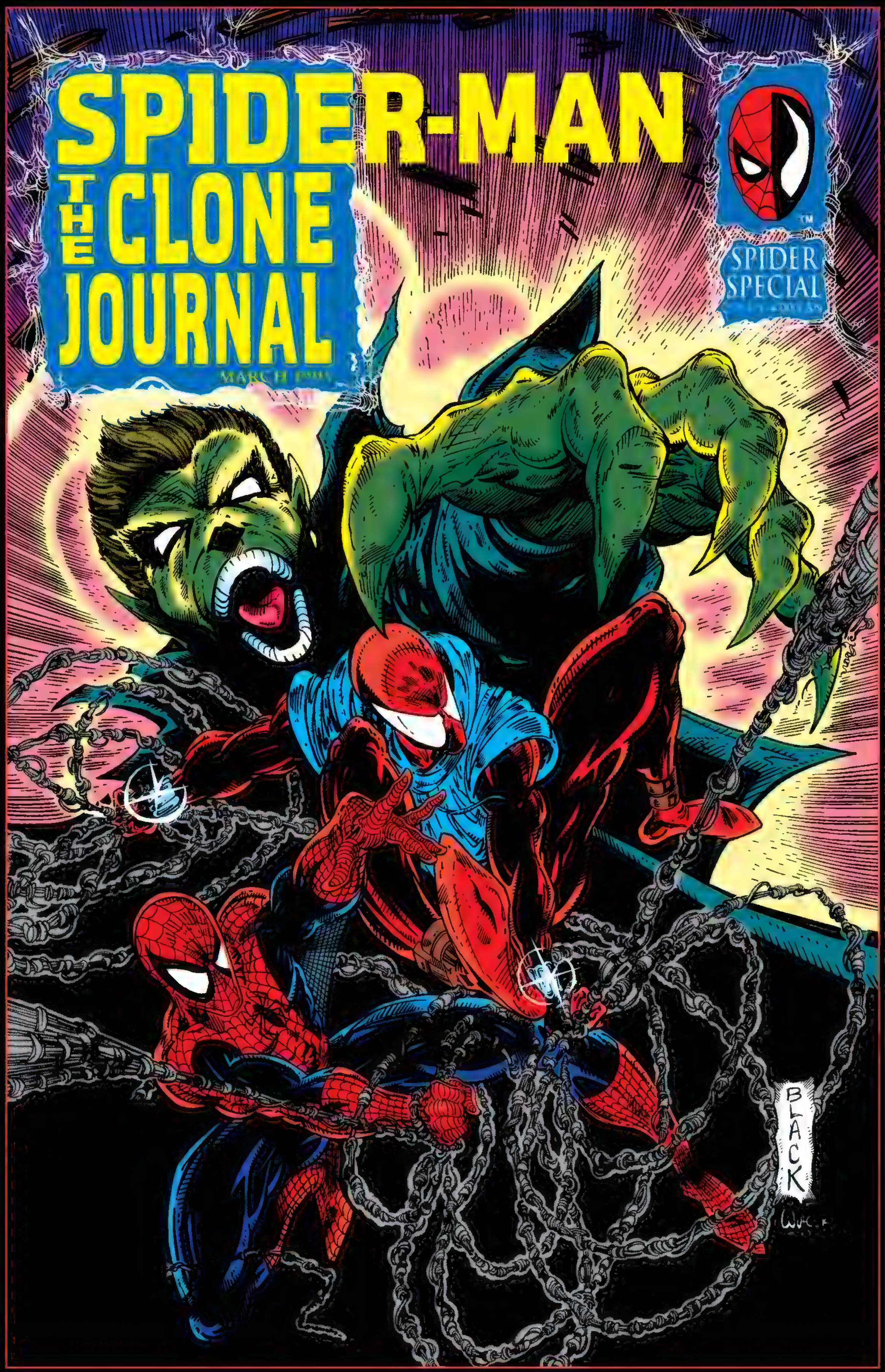
BUT WHY-- HOW--?

WHAT IN GOD'S NAME AM I?!

NEXT WEEK: AMAZING SPIDER-MAN #400! A PARKER DIES!

NEXT MONTH: THE "MARK OF KAINE" BEGINS HERE!

SPIDER-MAN: THE CLONE JOURNAL USED ART FROM PAST ISSUES AND A NEW NARRATIVE TEXT TO RECAP THE CLONE SAGA STORY TO DATE.



SPIDER-MAN
THE CLONE JOURNAL

It all began with the reappearance of a forgotten spectre from the past , a mysterious stranger who called himself Ben Reilly. He had arrived in New York City to see Peter Parker's ailing Aunt May. But along with his old knapsack, he'd brought with him a startling secret: he was the clone of. . .Peter Parker! And with this shocking revelation, a series of dramatic events have unfolded that have since turned Spider-Man's life on its head!

The Clone Journal is a chronicle of these events.

Relive the first clash between Spider-Man and Spider-Clone as they fight for their very existence. Watch as they are forced into an uneasy alliance as they battle the serial killer Carnage and the enigmatic Traveller. Follow the bloody trail of the murderous Kaine as he preys upon Spider-Man's deadliest enemies. And witness as Spider-Man, his clone and Kaine confront the maniacal Jackal — the one man who knows the truth about the secret connection that unites the trio. . .but who takes perverse pleasure in not revealing it.

For the first time, the events that have launched the most significant storyline in Spider-Man's history have been collected together in this, The Clone Journal. Read on, and discover a tale in which the shocking surprises of its beginning are no more than a hint of the unimaginable revelations that are destined to change Spider-Man's life forever.

WRITERS	PENCILERS	INKERS	LETTERERS
TODD DEZAGO	MARK BAGLEY	RANDY EMBERLIN	RICHARD STARKINGS
J.M. DeMATTEIS	TOM LYLE	LARRY MAHLSTEDT	BILL OAKLEY
HOWARD MACKIE	SAL BUSCEMA	SCOTT HANNA	CLEM ROBINS
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TOM DeFALCO	PHIL GOSIER	JOE RUBINSTEIN	STEVE DUTRO
	MIKE MANLEY	SAM DeLAROSA	

"FRAMING SEQUENCE" ART BY ROBERT BROWN & DON HUDSON

COLORIST CHI EDITOR MARK POWERS GROUP EDITOR DANNY FINGEROTH CHIEF BOB BUDIANSKY

"RETURN OF THE CLONE" CONCEPT BY TERRY KAVANAGH

HE IS AN **ENIGMA**, THIS CRIMSON CLAD WEB-SPINNER; HEROIC BY NATURE, HEROIC IN DEED, HE INSTINCTIVELY FINDS HIMSELF USING HIS **AMAZING** ABILITIES TO DO THE **RIGHT THING**, FIGHTING ON THE SIDE OF **GOOD**.

DUBBED THE **SCARLET SPIDER** BY A ZEALOUS JOURNALIST WITH A PENCHANT FOR DYNAMIC ALLITERATION, THIS HERO WITH ABILITIES SO SIMILAR TO THOSE OF THE SPECTACULAR **SPIDER-MAN** --

-- REMAINS A **PARADOX** -- A **RIDDLE** --

-- A **MYSTERY**.

EVEN TO HIMSELF.

FOR OF HIS LIFE, HE KNOWS ONLY THIS -- THAT HE HAS BEEN A **PAWN** -- **USED** AND **MANIPULATED**.

THAT HIS "LIFE" -- HIS EXISTENCE -- IS THE FINAL RESULT OF THE TWISTED **WHIMS** OF A **MADMAN**.

THAT HE WAS "CREATED" WHEN PROFESSOR **MILES WARREN** -- THE VILLAINOUS **JACKAL** -- CLONED THE GENETIC MATERIAL OF STUDENT PETER PARKER --

-- THE YOUNG MAN HE KNEW TO BE THE **AMAZING SPIDER-MAN!**

AND THIS SCARLET SPIDER -- THE MAN NOW KNOWN AS BEN REILLY --

Stan Lee Presents:

SPIDER-MAN: THE CLONE JOURNAL

"PUPPET"

-- IS THAT CLONE!

IN HIS QUEST TO GENETICALLY ENGINEER THE PERFECT HUMAN SPECIMEN, WARREN PITTED HIS CREATION AGAINST THE **ORIGINAL!**

EVENTUALLY, BOTH THE JACKAL AND HIS PROGENY WERE **DEFEATED**, BELIEVED KILLED IN FIERY **EXPLOSIONS.**

SOON AFTER, HOWEVER, THE CLONE FOUND THAT HE HAD SOMEHOW **SURVIVED**, AND, LEARNING **WHO** AND **WHAT** HE TRULY WAS --

-- HE BANISHED HIMSELF TO A LIFE OF **SOLITUDE**, THE LIFE OF A **DRIFTER** -- ALL THE WHILE QUESTIONING WHETHER HE **DESERVED** A LIFE AT **ALL.**

WITH THE PAST OF PETER PARKER AS HIS GUIDE, HE ADOPTED THE NAME **BEN REILLY; BEN** AFTER THE UNCLE WHO IN LIFE HAD INSTILLED HIM WITH SUCH A STRONG SET OF **VALUES**...

...WHO IN DEATH TAUGHT HIM THE POWER OF **RESPONSIBILITY.**

AND **REILLY**, THE MAIDEN NAME OF HIS AUNT MAY, THE ONLY MOTHER PETER HAD EVER KNOWN, THE WOMAN WHO TEMPERED HIM WITH **KINDNESS** AND **COMPASSION.**

WITH SUCH MORAL OBLIGATIONS CHARTING HIS COURSE, HE OFTEN FOUND HIMSELF COMMITTING **RANDOM ACTS OF HEROISM**..!

OH NO!! THE TRUCK CAN'T **STOP!** THAT KID-- HE'LL BE **KILLED!**

and that's why I love ♫ my BAAAAR-NEY!! ♫

--LET--

I--

--CAN'T--

--THAT--

--HAPPEN!!

SCREEEEEECH

AND I WON'T!!

MOMMEEEE

WHOA--!

AFTER YEARS ON THE ROAD, DENYING HIMSELF THE NORMAL, STABLE LIFE HE SO DESPERATELY WANTED, BEN FINALLY FOUND HIMSELF RETURNING TO NEW YORK...

...BUT AT A TERRIBLE PRICE!

Manhattan

DOWN BELOW, THE CITY GLITTERS IN THE NIGHT.

DOZENS OF FACES CROWD HIS MEMORY; DOZENS OF EMOTIONS CROWD HIS HEART.

AND THEN HIS HEART GOES COLD.

...THEY BELONG TO *PETER PARKER.*

I'M JUST A COPY. A GENETIC FORGERY.

AFTER ALL THESE YEARS, THE PLACE STILL DE-LIGHTS HIM: SO MANY PEOPLE! SO MUCH NOISE AND ENERGY AND ACTIVITY!

HOME, *HE THINKS.* IT'S SO GOOD TO BE HOME.

THESE AREN'T *MY* MEMO-RIES... THEY'RE *HIS.* THESE FEELINGS DON'T BELONG TO *ME*...

A CLONE.

DESPITE HIS DOUBTS, REILLY WAS COMPELLED TO STAY, FOR THE ONE PERSON WHO MEANT THE MOST TO HIM WAS SLOWLY SLIPPING AWAY...

HIS AUNT MAY -- NO! PARKER'S AUNT MAY --

-- WAS **DYING!** HAVING SUFFERED A DEVASTATING **STROKE**, SHE HAD FALLEN INTO A **COMA**, POSSIBLY NEVER TO REGAIN CONSCIOUSNESS AGAIN.

I WISH YOU COULD HEAR ME, AUNT MAY...

...OR DO I?

WHAT WOULD YOU THINK IF YOU SAW MY FACE?

THAT I WAS YOUR NEPHEW... PETER PARKER?

YOU'D BE WRONG.

HE HAD TO SEE HER...

I'M NOBODY!

AND THEN, OF COURSE, HE HAD TO GO --

-- HOME.

LATER, IN THE QUEENS RESIDENCE OF MAY PARKER...

...A LONE FIGURE WALKS THROUGH THE DARK AND EMPTY HOUSE.

BEN, MAY AND PETER...

...YOU MADE A LOVING AND FINE LOOKING FAMILY. YOU --

SOME-ONE'S COMING!

GOT TO GET OUT OF HERE BEFORE ANYONE SEES ME!

SOMEONE RUNNING THROUGH THE DARK.

NO ONE IS SUPPOSED TO BE HERE. THEY'RE ALL AT THE HOSPITAL.

THIS CAN ONLY BE A...

... BURGLAR!

HOW DARE HE!

HOW DARE HE TRY TO OUTRUN THE SPIDER!

HOW DARE...

... HE?

GONE.

BUT HOW?

AND WHERE TO?

THIS PHOTO OF ME... NO... PETER... AND AUNT MAY... AND UNCLE BEN...

I'M DOING THIS ALL FOR YOU.

I BECAME SPIDER-MAN FOR YOU!

SEVERAL TIMES, HE MANAGED TO ELUDE SPIDER-MAN...

...BUT WITH HIS RETURN TO MANHATTAN, THE CITY **CALLED** TO HIM -- DRAWING HIM INTO THE **NIGHT**, INTO **ACTION**.

SPIDER-MAN OR NOT...

...NO ONE **DIES** WHILE I'M AROUND.

THWIP

THWIP

HAVE TO **TIME** MY **ARC**--

EEEE

--PERFECTLY...

MEMORIES OF **GWEN STACY'S** DEATH BROUGHT HIM TO THE **BROOKLYN BRIDGE** --

-- GIVING HIM A **SECOND CHANCE**, OF SORTS.

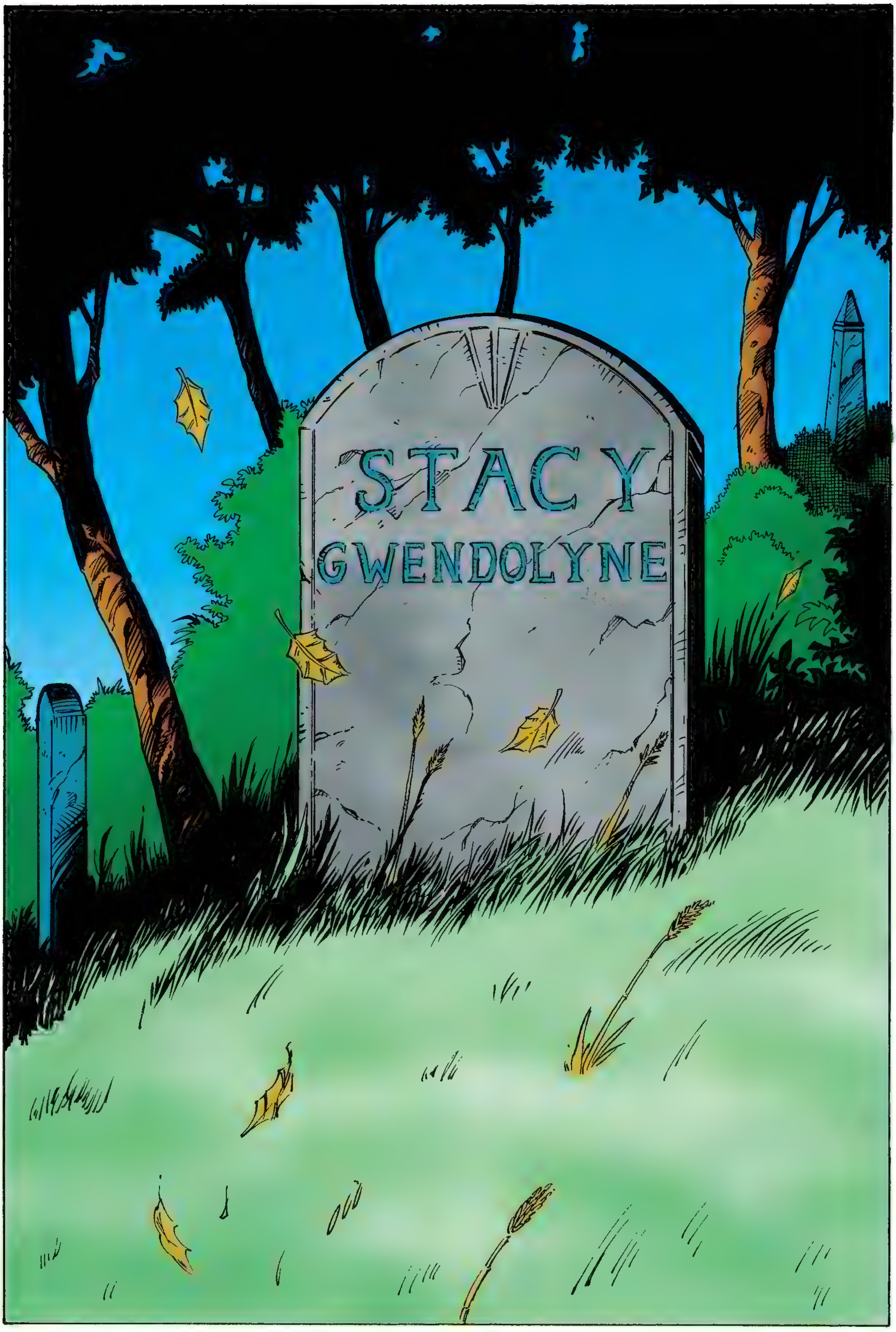
...SO I CAN REDIRECT HER MOMENTUM--

UHNN...

--WITHOUT THE SHOCK OF A SUDDEN STOP.

THIS WOMAN WAS SAVED --

-- BUT SHE REMINDS HIM OF ANOTHER VISIT HE CAN NO LONGER AVOID...


STACY
GWENDOLYNE

IT WAS ONLY A MATTER OF TIME, HOWEVER... BEFORE THE **INEVITABLE** OCCURRED.

IN HIS ATTEMPT TO MAINTAIN A **LOW PROFILE**...TO **KEEP TO THE SHADOWS** --

-- HIS PATH CROSSED WITH THE ONE PERSON HE HAD BEEN TRYING SO HARD TO **AVOID!**

IT WAS NOT A **HAPPY** SPIDER-MAN HE RAN INTO..!

THE ROOF OF **FOREST HILLS HOSPITAL**...

YOU C-CAN'T BE-- --**PETER PARKER?**

WAIT! THIS IS A MISTAKE...

...I ONLY WANTED TO SEE MAY AND GET OUT OF HERE BEFORE--

I DON'T CARE WHAT KIND OF SICK GAME YOU'RE UP TO, IMPOSTOR!

DOESN'T MATTER IF YOU'RE AN OTHER-DIMENSIONAL DOPPELGANGER, A STATE-OF-THE-ART REPLICOID, OR THE CHAMELEON HIMSELF...

...YOU'RE NOT PETER PARKER--

KROOM

--JUST AN INCREDIBLE SIMULATION.

THIS IS EXACTLY WHAT I'VE BEEN TRYING TO AVOID FOR YEARS NOW...

WHATEVER PARKER THOUGHT REILLY TO BE, THIS WAS NOT THE SPIDER-MAN THAT BEN REMEMBERED.

OF LATE, PARKER HAD BEEN INVOLVED IN SOME SOUL-SEARCHING OF HIS OWN, WEARY FROM THE BATTLE OF FIGHTING HIS OWN PERSONAL DEMONS..!

...BUT YOU CAN'T DENY WHAT YOU SEE.

I'M YOUR CLONE.

MY... CLONE?

IT FINALLY TOOK BEN'S HELP FOR PETER TO SEE THE TRUTH FOR HIMSELF--

THE JACKAL'S PAWN--?!*

*LAST SEEN IN AMAZING #149-151. --MARK

THAT WAS A LONG TIME AGO, BRO...

...AND IT LOOKS LIKE WE'VE BOTH MADE SOME CHANGES SINCE THEN.

BUT BY THE TIME YOU WAKE UP--

-- I'LL BE LONG GONE... AGAIN.

KROOM

UHNN!

...ALTHOUGH IT TOOK SOME CONVINCING --

--BEFORE PARKER WOULD ACCEPT BEN --BEGRUDGINGLY --AS AN ALLY.

:UGNNN:

SOUNDS LIKE YOU'RE IN QUITE A BIT OF PAIN, FELLA!

WELL, I'VE GOT A FLASH FOR YOU...

THAT'S ONLY THE START!

TELL ME WHAT YOUR BOSS IS PLANNING... AND I MEAN NOW!

SKRAK

MY BOSS--?!

SOMETHING SEEMS TO BE WRONG WITH MY WEB-SHOOTERS, BUT I CAN'T WORRY ABOUT THAT NOW!

DIDN'T YOU THINK I'D GUESS THE TRUTH? TRAVELLER'S BEEN MESSING WITH MY HEAD --TRYING TO DRIVE ME CRAZY--EVER SINCE I GOT HERE!

I JUST WANT TO KNOW WHY!!

WHY?!

THE TRAVELLER!

YOU'RE OBVIOUSLY WORKING FOR HIM!

HE'S THE ONE WHO MUST HAVE DRESSED YOU UP TO LOOK LIKE PETER PARKER--GAVE YOU THAT MASK-- THOSE GLOVES-- AND TOLD YOU TO MASQUERADE AS MY CLONE!

WHAT THE--?!

SPZITT!

THAT'S A NICE SCENARIO--

--BUT IT'S PURE FANTASY!

I DIDN'T *HAVE* TO COME HERE, MISTER! I DID IT TO SAVE YOU!

YEAH... *RIGHT!*

MY CLONE, MY SAVIOR... *NOW* LOOK WHO'S TALKING FANTASY!

HE DOESN'T BELIEVE ME ...AND WHY SHOULD HE?!

MAYBE I JUST SHOULD HAVE STAYED *OUT* OF--*UH-OH!* HE DELIBERATELY LEAPT *OVER* ME SO HE COULD SOMERSAULT INTO A BETTER *ATTACK POSITION!*

I'M SURPRISED *TRAVELLER* DIDN'T CHOOSE A BETTER FIGHTER!

I HAVEN'T FAKED ANYONE OUT WITH THIS MANEUVER SINCE JUNIOR HIGH!

THAT'S A LIE!

YOU WERE ALREADY IN HIGH SCHOOL WHEN THE RADIOACTIVE SPIDER BIT YOU!

YOU'VE *CHANGED*, PARKER! YOU *USED* TO HAVE A SENSE OF HUMOR, A *FLAIR* FOR JOKES AND WITTICISMS!

WHAT HAPPENED? WHY ARE YOU SO BITTER AND ANGRY?!

LIFE HAPPENED ...NOT THAT IT'S ANY OF YOUR BUSINESS!

I KNOW! I HAVE YOUR MEMORIES!

AND *STOP* CALLING ME PARKER!

I HEAR YOU *LOUD* AND--

OH, NO!

I'M SPIDER-MAN! SPIDER-MAN!

--DESPITE BEN'S REASONING, IT TOOK A THREAT *FIENDISH* ENOUGH...

...TO WARRANT SO MARVELOUS A TEAM-UP!

LET'S BAG THIS BOZO!

NOBODY CAN BEAT THE TWO OF US WORKING TOGETHER! NOBODY!

SILENTLY, THE SPIDER AGREES...

WHAT FOLLOWED OVER THE NEXT FEW MINUTES SEEMS MORE LIKE A CAREFULLY ORCHESTRATED BALLET THAN A BLOODY BATTLE--

--AS TWO AGILE FIGURES MOVED IN PERFECT HARMONY--

--STRIKING, DARTING, DODGING, RICOCHETING--

--DELIVERING BLOW AFTER PUNISHING BLOW!

AND, THOUGH IT SEEMED TO GO ON FOR HOURS, IT ENDS AS IT EVENTUALLY MUST...

...WITH CARNAGE COLLAPSED IN AN UNCONSCIOUS HEAP!

IN THE END, THE TWO WENT THEIR SEPARATE WAYS; PETER ONCE MORE BELIEVING BEN TO BE DEAD --

-- AND BEN ONCE MORE QUESTIONING HIS RIGHT TO A LIFE...

A QUESTION WHOSE ANSWER SOON BECAME APPARENT, AS BEN REALIZED FOR A **SECOND** TIME IN HIS LIFE --

CAN'T EXPECT STATE-OF-THE-ART SECURITY IN THE ***FLEABAGS*** I FREQUENT--

-- THAT WITH HIS POWERS HE ALSO BEARS A ***RESPONSIBILITY*** THAT CANNOT BE **DENIED.**

--LEARNED THAT THE HARD WAY.--

--BUT AT LEAST THEY KEEP THE ***QUESTIONS*** TO A MINIMUM.

WEB-SHOOTERS GO WHERE I GO SINCE THEN-- ALWAYS.

NOW I ***ALSO*** NEED TO PROTECT PETER'S SECRET IDENTITY...

SNK

RRP

...BUT I GUESS I JUST CAN'T KEEP AWAY FROM CERTAIN MOTIFS...

IT'S IN MY BLOOD...

HE REALIZED HE HAD AN OBLIGATION TO HIMSELF THAT HE COULD NEVER TURN HIS BACK ON.

WITH THAT, HE DONNED THE COSTUME AND BECAME WHAT THE MEDIA WOULD LATER DUB --

--THE SCARLET SPIDER

THWIP

SHORTLY THERAFTER, THE NEW SPIDER IN TOWN EMBARKED ON HIS FIRST OUTING -- A TRIAL BY FIRE --

-- HEAD TO HEAD WITH THE MADDEST, BADDEST MANIAC IN ALL OF NEW YORK.

WHAT MAKES ME THINK I CAN TAKE ON VENOM?

EVEN THE REAL SPIDER-MAN HAS ONLY BEEN MILDLY SUCCESSFUL BATTLING HIM.

I HAVE MEMORIES OF PAST FIGHTS AGAINST FOES NOT HALF AS VICIOUS AS VENOM, BUT...

...THEY'RE ALL IMPLANTED... FALSE. I'M FALSE... A FAKE... A CLONE... A NOBODY!

HOLD UP, MEN! I THINK HELP MAY HAVE ARRIVED.

SPIDER-MAN?

LET'S LET THE TWO COSTUMES DUKE IT OUT.

WE CAN PICK UP THE PIECES.

WHAT IS THIS, SPIDEY-OLD-PAL, A NEW COSTUME?

PUT ON THE DEFENSIVE FROM THE OUTSET OF THEIR **EXPLOSIVE CONFRONTATION**, THE SCARLET SPIDER BARELY SURVIVED THE **PUMMELING BLOWS** AND NEAR **DISEMBOWELMENT!**

FINALLY, HE MANAGED TO TURN THE TIDE OF BATTLE...

LAST TIME I TRIED THE IMPACT WEBBING ON HIM HE SIMPLY RIPPED THROUGH IT.

THIS TIME...

...I'LL UNLOAD A WHOLE BUNCH OF THEM AT HIM!

IT'S GOT TO SLOW HIM DOWN LONG ENOUGH FOR ME TO CATCH MY BREATH!

I HOPE.

I DON'T LIKE THIS NEW WEBBING, YOU FRAUD!

IT NEVER STOPS GROWING.

JUST GOING TO MAKE ME MADDER!

I'LL LIVE WITH IT!

NO, YOU WON'T.

VENOM'S DEFEAT WAS A **MORAL VICTORY**, AS WELL -- VALIDATING TO BEN HIS **EXISTENCE** --

-- AND THE NECESSITY FOR ANOTHER **SPIDER** IN THE WORLD!

WITH A VICTORY OVER A HEAVY HITTER LIKE VENOM UNDER HIS BELT, BEN'S **CONFIDENCE** IN HIMSELF AND HIS ABILITIES **SOARED.**

HE FOUND HIMSELF FIGHTING CRIME AND EVIL WITH A **REVITALIZED** SENSE OF **GOOD**...AND **HOPE!**

A HOPE THAT WAS ALMOST SHAKEN TO ITS ROOTS WHEN HE WAS VIOLENTLY **AMBUSHED** BY A **MYSTERIOUS STRANGER** FROM HIS PAST...

KAINE!

YES, REILLY--

--OR IS IT THE SCARLET SPIDER NOW?

EITHER WAY, IT SEEMS OUR PATHS HAVE CROSSED ONCE AGAIN. BUT I CAN ASSURE YOU...

...THIS TIME THE OUTCOME WILL NOT FIND YOU SO FORTUNATE!

HE RECOGNIZES ME... BUT HOW?!

KAINE.

AS ENIGMATIC AS REILLY HIMSELF, HE HEEDS HIS OWN UNIQUELY VICIOUS PERSONAL AGENDA -- ONE THAT INCLUDES TORMENTING THE LIFE OF BEN REILLY --

-- AND THE OUTRIGHT MURDER OF ANYONE WHO WOULD THREATEN THE LIFE OF **PETER PARKER!**

IN KAINE'S VIEW OF REALITY, THE **GRIM HUNTER** POSED JUST SUCH A THREAT.

WITH A SIMPLE TWIST OF HIS POWERFUL HANDS, HE **SNAPPED** THE HUNTER'S NECK WITHOUT REMORSE --

-- LEAVING HIM LYING DEAD IN THE SNOW, A BROKEN AND BLOODY RAG DOLL.

AS WAS SIMILARLY THE CASE WITH THE INFAMOUS DOCTOR OCTOPUS!

I AM OTTO OCTAVIUS...

KNOWN AS DOCTOR OCTOPUS TO THE GREAT UNWASHED AND UNEDUCATED!

I AM KAINE!

MY ACTIONS WILL SPEAK FOR ME!

AND YOU MUST DIE!

KA-RA-K

IN A MATTER OF SECONDS, KAINE HAD **DESTROYED** HE WHO HAD BEEN, OVER THE YEARS, A CONSTANT **BANE** TO THE ONE TRUE SPIDER-MAN --

-- KILLING OCTAVIUS FOR REASONS ONLY **HE** KNOWS -- IN A ATTEMPT TO PREVENT VISIONS OF HIS FROM COMING **TRUE**, VISIONS THAT MAY OR MAY NOT REPRESENT THE **FUTURE**.

AND IT IS NOT OVER..!

DRAWN TOGETHER YET AGAIN, BY THEIR OWN SHARED **VISIONS**, THE TWO SPIDER-MEN FOUND THEMSELVES IN A LABORATORY-BUNKER BURIED DEEP BENEATH THE CATSKILL MOUNTAINS --

-- THERE TO BE CONFRONTED BY THE INSIDIOUS **LUNATIC** WHOSE WARPED MACHINATIONS STARTED IT ALL...

THE MAN WHO CLAIMED THAT BEN'S RETURN, AS WELL AS THEIR PRESENCE AT HIS "TIMELY" **DECANTATION** -- WAS ALL PART OF HIS **PLAN** --

-- ALL PART OF HIS GRAND MACHIAVELLIAN **SCHEME** --

-- AND THAT HE HADN'T COME **ALONE**..!

HI, BOYS...

...THE JACKAL'S BACK!

HE BROUGHT WITH HIM...

...HER.

TO EACH OF THESE MEN -- THE **SAME** IN SO MANY WAYS, AND STILL, SO SLIGHTLY **DIFFERENT** -- THE SIGHT OF HER WAS MORE **DEVASTATING** THAN ANY BLOW RECEIVED.

FOR THE LONGEST TIME, IN THEIR LIVES, SHE HAD BEEN THE DEFINITION OF THE WORD **LOVE.**

HER FACE WAS FLAWLESS... **BEAUTIFUL.**

THE IMAGE OF HER STANDING THERE STIRRED THE SHARED MEMORIES OF **SPIDER-MAN** AND THE MAN CALLED THE **SCARLET SPIDER.**

BUT THEY ARE **PAINFUL** MEMORIES.

FOR THE WOMAN STANDING BEFORE THEM IS **GWEN STACY.**

AND THEY BOTH **KNOW** THAT **GWEN IS DEAD.**

OR IS SHE?

AND STILL, BENEATH THIS FLOOD OF EMOTION, THEY COULD FEEL THEIR **HEARTS** BEING **TUGGED** -- THE **STRINGS** BEING **PULLED** -- **PLAYED** AND **MANIPULATED** LIKE **PUPPETS..!**

ONE STOOD **TRANSFIXED** --

-- THE OTHER...

...EXPLODED!

NO MORE OF YOUR *LIES*, JACKAL!

NO MORE *PLAYING* WITH MY *HEAD!*

I'M NOT *BUYING* IT!

GWEN DIED! I SAW HER *DIE!* I...

PETER...

...DON'T.

IT'S ME, PETER.

IT'S *REALLY* ME.

PLEASE, PETER...*TALK* TO ME...

...HOLD ME?

IT WAS PAINFUL.

IT WAS GLORIOUS.

PETER...

...I...

...FEEL...

IT WAS... A LIE.

...STRANGE.

PETER, WHAT'S HAPPENING TO...

...ME?

DEGENERATION.

SHE'S DEGENERATING!

JUST LIKE THE *OTHER* ONE! *

PETER! I'M REALLY GWEN.

AREN'T I?

PETER...

...I... LOVE... YOU.

THE HORRIFIC, INSTANTANEOUS DECOMPOSITION WAS CAUSED BY A FLAW IN WARREN'S CLONING PROCESS --

-- A DEADLY THREAT THE JACKAL HOLDS OVER THE HEADS OF BOTH BEN AND PETER, AS HE ALLUDES TO THE POSSIBILITY THAT BOTH OF THEM ARE CLONES.

QUESTIONS.

TO BEN REILLY, HIS LIFE -- HIS ENTIRE EXISTENCE -- IS AN INTRICATE AND ELABORATE DESIGN OF QUESTIONS AND RIDDLES.

OF PUZZLES AND PARADOX --

-- A DELICATE WEB WOVEN FROM MYSTERY --

-- THAT STRETCHES FROM THE SHADOWED RECESSES OF MAN'S DARK HEART --

-- TO THE GLOW GIVEN OFF BY ONE MAN'S SELFLESS ACTIONS.

HE IS A SPIDER --

HE IS A SPIDER-MAN --

AND WHETHER BORN OF **NATURE** -- OR **SCIENCE** -- HE IS MOST IMPORTANTLY, A **MAN.**

TAUGHT AND TEMPERED BY A LIFE THAT HE HAS **MADE HIS OWN** -- A DUSTY PATH THAT HAD FORKED FROM ANOTHER --

-- A **MYSTERIOUS** PATH THAT WILL LEAD HIM TO **QUESTIONS...**

...WHICH REMAIN TO BE **ANSWERED.**

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AMAZING SPIDER-MAN #397, PAGE 6 ART BY MARK BAGLEY & LARRY MAHLSTEDT
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AGAIN!

I MUST JOLT HIM AGAIN!

MY ANTIDOTE WAS A SUCCESS!

THE VIRUS IS IN FULL REMISSION! THE HEALING PROCESS HAS BEGUN!

BUT TOO MUCH TIME HAS ALREADY PASSED! PARKER IS IN HEART FAILURE!

HELP ME, PARKER! IT'S ALL UP TO YOU! YOU'RE THE ONLY ONE CAN MAKE A DIFFERENCE!

YOU NEVER KNEW WHEN TO QUIT IN THE PAST! NO MATTER WHAT THE ODDS! NO MATTER WHAT THE COST!

DON'T QUIT ON ME NOW!

I CANNOT... I MUST NOT... LOSE YOU!

SPECTACULAR SPIDER-MAN #221, PAGE 4 ART BY SAL BUSCEMA & BILL SIENKIEWICZ
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Book - SPECTACULAR SPIDER-MAN Issue # 221 Story Page # 13 Line-Up Page # 17
7/26/94 / PO 34174

I've stared deeply into the cold, numbing eyes of DEATH--

--But the WORST is now behind me!

The virus is out of my system--and my HEAD is finally screwed on right!

And the best news is that my wife and I are going to have a BABY!!

A BABY!

Ah, well... I DON'T WORRY about that now!

It's just so gosh-darn glorious to be ALIVE!!

Bill Sienkiewicz

Sal Buscema

I'd normally be going BATTY with paranoia right now.

S'funny...

My greatest NIGHTMARE has become a reality. My deadliest, most ruthless enemy KNOWS my secret identity.

DOC OCK could strike at MARY JANE or AUNT MAY at his leisure.

And yet... I don't think he EVER WOULD!

Maybe I'm only deluding myself, but I honestly can't see Otto Octavius CROSSING that line.

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